

BURNS URSULA M  
Form 4  
April 28, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURNS URSULA M

(Last) (First) (Middle)  
800 LONG RIDGE ROAD, P. O.  
1600  
(Street)

STAMFORD 06904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XEROX CORP [XRX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 01/03/2005                           |  | J <sup>(5)</sup>               | V 27,666 A \$ 0 (3)   | 205,113   | D  |   |
| Common Stock                    | 01/03/2005                           |  | F <sup>(5)</sup>               | V 9,907 D \$ 0 (3)  | 195,206   | D  |   |
| Common Stock                    | 04/26/2005                           |  | S <sup>(6)</sup>               | 35,000 D \$ 13.5  | 160,206   | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,316.78  | I  | Employee Stock Ownership Plan                         |
|                                 |                                      |  |                                |   | 3,458   | I  | Children  |

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|                        |            |  |                  |   |         |   |             |          |   |                  |
|------------------------|------------|--|------------------|---|---------|---|-------------|----------|---|------------------|
| Common Stock           |            |  |                  |   |         |   |             |          |   |                  |
| Incentive Stock Rights | 01/03/2005 |  | J <sup>(5)</sup> | V | 27,666  | D | \$ 0<br>(3) | 84,134   | D |                  |
| Xerox Stock Fund       | 02/28/2005 |  | J <sup>(4)</sup> | V | 340.766 | A | \$ 0<br>(3) | 483.084  | I | Xerox Stock Fund |
| Xerox Stock Fund       | 03/31/2005 |  | J <sup>(4)</sup> | V | 775.906 | A | \$ 0<br>(3) | 1,258.99 | I | Xerox Stock Fund |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 4.75  |                                      |  |                                |   | 01/01/2002 <sup>(1)</sup> 12/31/2010                     | Common Stock  | 149,600                       |
| Stock Option                               | \$ 5.14  |                                      |  |                                |   | 10/14/2007 12/31/2011                                    | Common Stock  | 100,000                       |
| Stock Option                               | \$ 7.885   |                                      |  |                                |   | 01/01/2004 <sup>(1)</sup> 12/31/2012                     | Common Stock  | 280,400                       |
| Stock Option                               | \$ 10.365  |                                      |  |                                |   | 01/01/2003 <sup>(1)</sup> 12/31/2011                     | Common Stock  | 149,600                       |
| Stock Option                               | \$ 21.7812   |                                      |  |                                |   | 01/01/2005 12/31/2009                                    | Common Stock  | 40,000                        |
| Stock Option                               | \$ 36.7032   |                                      |  |                                |   | 01/01/1999 <sup>(2)</sup> 12/31/2005                     | Common Stock  | 35,658                        |

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|              |            |                           |            |              |         |
|--------------|------------|---------------------------|------------|--------------|---------|
| Stock Option | \$ 46.875  | 01/01/1999 <sup>(1)</sup> | 12/31/2008 | Common Stock | 15,282  |
| Stock Option | \$ 47.5    | 03/01/2003                | 12/31/2009 | Common Stock | 5,625   |
| Stock Option | \$ 59.4375 | 01/01/2000 <sup>(1)</sup> | 12/31/2006 | Common Stock | 630     |
| Stock Option | \$ 13.685  | 01/01/2005 <sup>(1)</sup> | 12/31/2011 | Common Stock | 138,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BURNS URSULA M<br>800 LONG RIDGE ROAD<br>P. O. 1600<br>STAMFORD 06904 |               |           | Senior Vice President |       |

## Signatures

K. W. Fizer,  
Attorney-In-Fact

04/28/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Options vest over three years, 33.3% per year beginning in year shown.

(2) Options vest over three years, 33%, 33%, 34%, beginning in year shown.

(3) Not Applicable

(4) Units purchased in and loan repayments to Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

(5) Vesting of incentive stock rights.

(6) This sale of shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2005 and disclosed under Item 8.01 of the Form 8-K filed with the Securities and Exchange Commission on November 5, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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