

MACDONALD MICHAEL C  
Form 4  
February 16, 2007

**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 \*  
MACDONALD MICHAEL C

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

STAMFORD, CT 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 22,307  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,228.78  | I  | Employee Stock Ownership Plan     |
| Common Stock                    |                                      |  |                                |   | 45  | I  | Children                          |
| Incentive Stock Rights          |                                      |  |                                |   | 55,000  | D  |                                   |

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|                     |           |                  |                     |
|---------------------|-----------|------------------|---------------------|
| Xerox<br>Stock Fund | 11,626.77 | I <sup>(3)</sup> | Xerox Stock<br>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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Stock Option                               | \$ 5.14  |                                      |  |                                |   | 10/14/2007   | 12/31/2011  | Common Stock |
| Stock Option                               | \$ 7.885   |                                      |  |                                |   | 01/01/2004 <sup>(2)</sup>                                | 12/31/2012  | Common Stock |
| Stock Option                               | \$ 10.365  |                                      |  |                                |   | 01/01/2003 <sup>(2)</sup>                                | 12/31/2011  | Common Stock |
| Stock Option                               | \$ 21.7812   |                                      |  |                                |   | 01/01/2005 <sup>(2)</sup>                                | 12/31/2009  | Common Stock |
| Stock Option                               | \$ 46.875  |                                      |  |                                |   | 01/01/1999 <sup>(2)</sup>                                | 12/31/2008  | Common Stock |
| Stock Option                               | \$ 47.5  |                                      |  |                                |   | 03/01/2003   | 12/31/2009  | Common Stock |
| Deferred Comp                              | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | 08/08/1988 <sup>(1)</sup>                                | 08/08/1988 <sup>(1)</sup>                         | Common Stock |
| Stock Option                               | \$ 13.685  |                                      |  |                                |   | 01/01/2005 <sup>(2)</sup>                                | 12/31/2011  | Common Stock |
| Stock Option                               | \$ 15.205  |                                      |  |                                |   | 01/01/2005 <sup>(2)</sup>                                | 12/31/2011  | Common Stock |
| Performance Shares                         | \$ 0 <sup>(1)</sup>                                    | 02/15/2007                           |  | A                              | 21,567 <sup>(4)</sup>   | 08/08/1988 <sup>(1)</sup>                                | 08/08/1988 <sup>(1)</sup>                         | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| MACDONALD MICHAEL C<br>800 LONG RIDGE ROAD<br>P. O. BOX 1600<br>STAMFORD, CT 06904 |               |           | Senior<br>Vice<br>President |       |

## Signatures

Karen Boyle,  
Attorney-In-Fact

02/16/2007

\*\*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) Not Applicable
- (2) Options vest over three years, 33.3% per year beginning in year shown.
- (3) Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.
- (4) These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.

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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