

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Allen Quincy L</u> (Last) (First) (Middle) 45 GLOVER AVENUE P.O. BOX 4505 (Street) NORWALK CT 06856-4505 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2008			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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			
Restricted Stock	07/01/2008		A		37,490	A	\$13.34	57,990 ⁽²⁾	D	
Common Stock								2,432.3899	I	Employee Stock Ownership Plan
Xerox Stock Fund								19,554.09 ⁽⁴⁾	I	Xerox Stock Fund
Xerox Stock Fund								4,607.185	I	Xerox Stock Fund held in spouse's name
Common Stock								1,888.968	I	Employee Stock Ownership Plan held in spouse's name
Common Stock								51.1218	I	Xerox Common Stock held in spouse's name
Common Stock								6,101.547	D	
Deferred Vested Performance Shares								30,151	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$59.4375							01/01/2002 ⁽⁵⁾	12/31/2008	Common Stock	2,660		2,660	D	
Stock Options	\$21.7812							01/01/2003 ⁽⁵⁾	12/31/2009	Common Stock	15,000		15,000	D	
Stock Options	\$21.7812							01/01/2003 ⁽⁵⁾	12/31/2009	Common Stock	6,562		6,562	D	
Stock Options	\$25.8125							03/01/2003 ⁽⁵⁾	12/31/2009	Common Stock	2,184		2,184	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$10.365							01/01/2005 ⁽⁵⁾	12/31/2011	Common Stock	23,400		23,400	D	
Stock Options	\$7.885							01/01/2006 ⁽⁵⁾	12/31/2012	Common Stock	15,600		15,600	D	
Stock Options	\$13.685							01/01/2006 ⁽⁵⁾	12/31/2011	Common Stock	16,000		16,000	D	
Performance Shares	\$0.0 ⁽¹⁾	07/01/2008		A		8,333 ⁽³⁾		08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	8,333	\$0.0 ⁽¹⁾	28,868 ⁽³⁾	D	

Explanation of Responses:

- Not Applicable
- Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.
- 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.
- Units acquired in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value. Between March 1,2008 and June 30, 2008, the reporting person acquires 1,161.0 units in the Xerox Stock Fund.
- Options vest over three years, 33% per year beginning in year shown.

Karen Boyle, Attorney-in-Fact 07/02/2008

** Signature of Reporting Person Date

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

* 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).

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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