

| OMB APPROVAL             |           |
|--------------------------|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>FIRESTONE JAMES A</u><br><br>(Last) (First) (Middle)<br><u>P. O. BOX 1600</u><br><u>800 LONG RIDGE ROAD</u><br><br>(Street)<br><u>STAMFORD CT 06904</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>XEROX CORP [ XRX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/02/2007</u>    |   |
| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Incentive Stock Rights          |                                      |  |                                |   |   |            |       | 74,000  | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 651,097   | I  | Employee Stock Ownership Plan                |
| Common Stock                    |                                      |  |                                |   |   |            |       | 130,698   | 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 Option                               | \$5.14   |                                      |  |                                |   |  |     | 10/14/2007   | 12/31/2011                | Common Stock  | 50,000                     |  | 50,000   | D   |  |
| Stock Option                               | \$7.885  |                                      |  |                                |   |  |     | 01/01/2004 <sup>(1)</sup>                                | 12/31/2012                | Common Stock  | 187,000                    |  | 187,000  | D   |  |
| Stock Option                               | \$10.365   |                                      |  |                                |   |  |     | 01/01/2003 <sup>(1)</sup>                                | 12/31/2011                | Common Stock  | 121,500                    |  | 121,500  | D   |  |
| Stock Option                               | \$21.7812  |                                      |  |                                |   |  |     | 01/01/2005   | 12/31/2009                | Common Stock  | 50,000                     |  | 50,000   | D   |  |
| Stock Option                               | \$47.5   |                                      |  |                                |   |  |     | 03/01/2003   | 12/31/2009                | Common Stock  | 10,857                     |  | 10,857   | D   |  |
| Stock Option                               | \$13.685   |                                      |  |                                |   |  |     | 01/01/2005 <sup>(1)</sup>                                | 12/31/2011                | Common Stock  | 122,000                    |  | 122,000  | D   |  |
| Performance Shares                         | \$0.0 <sup>(2)</sup>                                   | 04/02/2007                           |  | A                              |   | 45,567 <sup>(3)</sup>  |     | 08/08/1988 <sup>(2)</sup>                                | 08/08/1988 <sup>(2)</sup> | Common Stock  | 45,567                     | \$0.0 <sup>(2)</sup>                       | 108,301 <sup>(3)</sup>   | D   |  |

**Explanation of Responses:**

- Options vest over three years, 33.3% per year beginning in year shown.
- Not Applicable
- 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.

Karen Boyle, Attorney-In- Fact 04/04/2007

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.