

**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                                 |           |
|--|-----------|
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|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>KOPPER HILMAR</u><br><br>(Last) (First) (Middle)<br><u>800 LONG RIDGE ROAD</u><br><u>P. O. BOX 1600</u><br><br>(Street)<br><u>STAMFORD</u> <u>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><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/12/2007</u>    |  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    |                                      |  |                                |   |   |            |          | 37,452  | D  |   |
| Deferred Stock Unit             | 01/12/2007                           |  | A <sup>(1)</sup>               |   | 1,903   | A          | \$17.085 | 15,806  | 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 |   |  |  |   |  |
| Stock Option                               | \$10.5   |                                      |  |                                |   |  |     | 01/01/2004 <sup>(2)</sup>                                | 05/15/2013      | Common Stock  | 5,000                                      | 5,000  | D   |  |
| Stock Option                               | \$6.8  |                                      |  |                                |   |  |     | 01/01/2003 <sup>(2)</sup>                                | 09/09/2012      | Common Stock  | 5,000                                      | 5,000  | D   |  |
| Stock Option                               | \$9.25   |                                      |  |                                |   |  |     | 01/01/2002 <sup>(2)</sup>                                | 08/28/2011      | Common Stock  | 5,000                                      | 5,000  | D   |  |
| Stock Option                               | \$27   |                                      |  |                                |   |  |     | 01/01/2001 <sup>(2)</sup>                                | 05/18/2010      | Common Stock  | 5,000                                      | 5,000  | D   |  |
| Stock Option                               | \$32.1563  |                                      |  |                                |   |  |     | 01/01/1998 <sup>(3)</sup>                                | 05/14/2007      | Common Stock  | 3,350                                      | 3,350  | D   |  |
| Stock Option                               | \$60.4375  |                                      |  |                                |   |  |     | 01/01/2000 <sup>(2)</sup>                                | 05/20/2009      | Common Stock  | 5,000                                      | 5,000  | D   |  |

**Explanation of Responses:**

- Deferred Stock Unit issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan
- Options vest over three years, 33.3% per year beginning in year shown.
- Options vest over three years, 33%, 33%, 34%, beginning in year shown.

K. Boyle Attorney-In-Fact 01/16/2007  
 \*\* 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.