

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>BLODGETT LYNN</u>  (Last) (First) (Middle) <u>45 GLOVER AVENUE</u>  (Street) <u>NORWALK CT 06850</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>XEROX CORP [ XRX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/10/2010</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	02/10/2010		M		83,915 <sup>(1)</sup>	A	\$5.31	87,457	D	
Common Stock	02/10/2010		F		52,355 <sup>(1)</sup>	D	\$8.511	35,102	D	
Common Stock	02/10/2010		S		31,560 <sup>(1)</sup>	D	\$8.511 <sup>(2)</sup>	3,542	D	
Common Stock	02/11/2010		M		450,000 <sup>(1)</sup>	A	\$6.23	453,542	D	
Common Stock	02/11/2010		M		43,422 <sup>(1)</sup>	A	\$5.31	496,964	D	
Common Stock	02/11/2010		S		493,422 <sup>(1)</sup>	D	\$8.6577 <sup>(3)</sup>	3,542	D	
Common Stock	02/11/2010		M		258,528 <sup>(1)</sup>	A	\$6.23	262,070	D	
Common Stock	02/11/2010		M		991,940 <sup>(1)</sup>	A	\$7	1,254,010	D	
Common Stock	02/11/2010		S		1,250,468 <sup>(1)</sup>	D	\$8.7709 <sup>(4)</sup>	3,542	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	\$5.31	02/10/2010		M			83,915 <sup>(1)</sup>	02/05/2010	07/23/2012	Common Stock	83,915	\$0	43,422	D	
Stock Options	\$6.23	02/11/2010		M			450,000 <sup>(1)</sup>	02/05/2010	08/11/2013	Common Stock	450,000	\$0	258,528	D	
Stock Options	\$5.31	02/11/2010		M			43,422 <sup>(1)</sup>	02/05/2010	07/23/2012	Common Stock	43,422	\$0	0	D	
Stock Options	\$6.23	02/11/2010		M			258,528 <sup>(1)</sup>	02/05/2010	08/11/2013	Common Stock	258,528	\$0	0	D	
Stock Options	\$7	02/11/2010		M			991,940 <sup>(1)</sup>	02/05/2010	12/09/2016	Common Stock	991,940	\$0	0	D	

**Explanation of Responses:**

- Option exercises and the related sales were made under Lynn Blodgett's 10b5-1 Sales Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.50 to \$8.52, inclusive. The reporting person undertakes to provide Xerox Corporation, any security holder of Xerox Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.50 to \$8.75, inclusive. The reporting person undertakes to provide Xerox Corporation, any security holder of Xerox Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.75 to \$8.81, inclusive. The reporting person undertakes to provide Xerox Corporation, any security holder of Xerox Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Karen Boyle, Attorney in Fact 02/12/2010

\*\* 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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