

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden

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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

1. Name and Address of Reporting Person* <u>Guers Jacques</u> (Last) (First) (Middle) <u>45 GLOVER AVENUE</u> <u>P.O. BOX 4045</u> (Street) <u>NORWALK CT 06856</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2009	3. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>President, Developing Markets</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	43,781	D	
Restricted Stock Units	56,325 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Shares	08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	3,243 ⁽³⁾	0 ⁽²⁾	D	
Stock Options	01/01/2003	12/31/2009	Common Stock	7,500	21.7812	D	
Stock Options	01/01/2003	12/31/2009	Common Stock	6,074	21.7812	D	
Stock Options	03/01/2003	12/31/2009	Common Stock	453	26.625	D	
Stock Options	03/01/2003	12/31/2009	Common Stock	905	47.5	D	
Stock Options	01/01/2005	12/31/2012	Common Stock	23,400	7.885	D	
Stock Options	01/01/2006	12/31/2011	Common Stock	23,400	10.365	D	
Stock Options	01/01/2006	12/31/2011	Common Stock	21,000	13.685	D	

Explanation of Responses:

1. Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.

2. Not Applicable

3. 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 07/10/2009

** 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 5 (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.