

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Lord Douglas C</u> <hr/> (Last) (First) (Middle) <u>45 GLOVER AVENUE</u> <u>P.O. BOX 4505</u> <hr/> (Street) <u>NORWALK CT 06856</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/04/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>Vice President</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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)
<u>Common Stock</u>	<u>33,648</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>69,402⁽³⁾</u>	<u>D</u>	

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			
<u>Performance Shares</u>	<u>08/08/1988⁽¹⁾</u>	<u>08/08/1988⁽¹⁾</u>	<u>Common Stock</u>	<u>61,880⁽²⁾</u>	<u>0⁽¹⁾</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2002</u>	<u>12/31/2008</u>	<u>Common Stock</u>	<u>3,986</u>	<u>55</u>	<u>D</u>	
<u>Stock Options</u>	<u>03/01/2003</u>	<u>12/31/2009</u>	<u>Common Stock</u>	<u>2,142</u>	<u>47.5</u>	<u>D</u>	
<u>Stock Options</u>	<u>03/01/2003</u>	<u>12/31/2009</u>	<u>Common Stock</u>	<u>1,071</u>	<u>26.625</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2003</u>	<u>12/31/2009</u>	<u>Common Stock</u>	<u>5,359</u>	<u>21.7812</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2003</u>	<u>12/31/2009</u>	<u>Common Stock</u>	<u>15,000</u>	<u>21.7812</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2004</u>	<u>12/31/2010</u>	<u>Common Stock</u>	<u>10,750</u>	<u>4.75</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2005</u>	<u>12/31/2011</u>	<u>Common Stock</u>	<u>14,100</u>	<u>10.365</u>	<u>D</u>	
<u>Stock Options</u>	<u>01/01/2006</u>	<u>12/31/2012</u>	<u>Common Stock</u>	<u>23,400</u>	<u>7.885</u>	<u>D</u>	
<u>Stock Options</u>	<u>12/31/2005</u>	<u>12/31/2011</u>	<u>Common Stock</u>	<u>16,000</u>	<u>13.685</u>	<u>D</u>	

Explanation of Responses:

1. Not Applicable

2. 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.

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

Karen Boyle, Attorney in Fact 09/11/2008

** 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 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.

Xerox Corp

**Power of Attorney
for Executing Forms 3, 4 and 5**

Know all men by these presents, that the undersigned, director or officer, or both, of Xerox Corp, hereby constitutes and appoints each of Karen Boyle, Douglas H. Marshall, Don H. Liu, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Xerox Corp (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Xerox Corp unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 5th day of September, 2008

/s/ Douglas C. Lord

Douglas C. Lord