

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-8
REGISTRATION STATEMENT**

*Under
THE SECURITIES ACT OF 1933*

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

45 Glover Avenue
Norwalk Connecticut 06856
(Address of principal executive offices)

16-0468020
(I.R.S. Employer
Identification Number)

Xerox Corporation 2004 Performance Incentive Plan
(Full Title of the Plan)

Don H. Liu,
Secretary
Xerox Corporation
45 Glover Avenue
Norwalk Connecticut 06856
(Name and address of agent for service)

(203) 968-3000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock, par value \$1.00 per share	30,000,000	\$8.715	\$261,450,000	\$18,641.39

- (1) Pursuant to Rule 416(b), the number of shares being registered shall be adjusted to include any additional shares of Common Stock that may from time to time be offered or become issuable under the employee benefit plan described herein in connection with, or as a result of, stock splits, stock dividends or similar transactions, which result in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated using the average of the high and low prices for Common Stock on the New York Stock Exchange on June 28, 2010 solely for purposes of determining the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$71.30 per \$1,000,000 of the proposed maximum offering price.

INTRODUCTORY STATEMENT

This Registration Statement on Form S-8 is being filed by Xerox Corporation (the "Registrant") for the purpose of registering 30,000,000 shares of the Registrant's common stock, par value \$1.00 per share ("Common Stock"), which may be issued upon exercise of options, rights and awards granted and to be granted pursuant to the Xerox Corporation 2004 Performance Incentive Plan (the "Plan").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this registration statement the following documents and information heretofore filed with the Commission:

- (1) Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Commission on February 26, 2010;
- (2) Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed with the Commission on May 3, 2010;
- (3) Registrant's Current Reports on Form 8-K filed with the Commission on January 8, 2010; February 5, 2010; February 8, 2010; February 26, 2010; March 30, 2010; April 30, 2010; May 19, 2010; May 21, 2010; and May 25, 2010; and
- (4) Description of Registrant's Common Stock, contained in Amendment No. 5 to Form 8-A filed with the Commission on February 8, 2000.

In addition, all reports (other than portions of Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein) filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock offered hereby has been passed upon by Don H. Liu, Esq., General Counsel of Xerox. As of the date of this Registration Statement, Mr. Liu beneficially owns shares of Xerox common stock.

Item 6. Indemnification of Directors and Officers.

The Registrant, a New York corporation, is empowered by Sections 721-726 of the New York Business Corporation Law, subject to the procedures and limitations therein, to indemnify and hold harmless any director or officer or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions, if any, as are set forth in its Certificate of Incorporation or By-laws.

The Registrant's Certificate of Incorporation does not contain indemnification provisions. Article VIII of the Registrant's By-laws requires the Registrant to indemnify any person made or threatened to be made a party in any civil or criminal action or proceeding, including an action or proceeding by or in the right of the Registrant to procure a judgment in its favor or by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Registrant served in any capacity at the request of the Registrant, by reason of the fact that he, his testator or intestate is or was a director or officer of the Registrant or serves or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be required with respect to any settlement unless the Registrant shall have given its prior approval thereto.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- (3)(a) Restated Certificate of Incorporation of Registrant filed with the Department of State of the State of New York on November 7, 2003, as amended by Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on August 19, 2004, Certificate of Change filed with the Department of State of the State of New York on October 31, 2007, Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on May 29, 2008, Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on February 13, 2009 and Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on February 3, 2010 (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on February 5, 2010)
- (3)(b) By-Laws of Registrant, as amended through May 21, 2009 (incorporated by reference to Exhibit 3(b) to Registrant's Current Report on Form 8-K filed with the SEC on May 28, 2009)
- (5)(a) Opinion of Don H. Liu, Esq. as to the validity of the shares of Xerox common stock*
- (23)(a) Consent of Don H. Liu, Esq. (contained in Exhibit (5)(a))
- (23)(b) Consent of PricewaterhouseCoopers LLP*
- (23)(c) Consent of PricewaterhouseCoopers LLP*
- (23)(d) Consent of Value Incorporated*

* Filed herewith

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that clauses (i) and (ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on July 1, 2010.

XEROX CORPORATION

By: /s/ URSULA M. BURNS
Name: **Ursula M. Burns**
Title: **Chairman of the Board and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated below on July 1, 2010.

	<u>Signature</u>	<u>Title</u>
Name:	<u> /s/ URSULA M. BURNS </u> Ursula M. Burns	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
Name:	<u> /s/ LAWRENCE A. ZIMMERMAN </u> Lawrence A. Zimmerman	Vice Chairman and Chief Financial Officer (Principal Financial Officer)
Name:	<u> /s/ GARY R. KABURECK </u> Gary R. Kabureck	Vice President and Chief Accounting Officer (Principal Accounting Officer)
Name:	<u> /s/ GLENN A. BRITT </u> Glenn A. Britt	Director
Name:	<u> /s/ RICHARD J. HARRINGTON </u> Richard J. Harrington	Director
Name:	<u> /s/ WILLIAM CURT HUNTER </u> William Curt Hunter	Director
Name:	<u> /s/ ROBERT A. McDONALD </u> Robert A. McDonald	Director
Name:	<u> /s/ N. J. NICHOLAS, JR. </u> N. J. Nicholas, Jr.	Director
Name:	<u> /s/ CHARLES PRINCE </u> Charles Prince	Director
Name:	<u> /s/ ANN N. REESE </u> Ann N. Reese	Director
Name:	<u> /s/ MARY AGNES WILDEROTTER </u> Mary Agnes Wilderotter	Director



July 1, 2010

Xerox Corporation
45 Glover Avenue
Norwalk, CT 06856

Ladies and Gentlemen:

As General Counsel of Xerox Corporation, a New York corporation (the "Company"), I am familiar with the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on July 1, 2010 (the "Registration Statement"). The Registration Statement relates to the registration under the Securities Act of up to 30,000,000 shares (the "Shares") of common stock of the Company, par value \$1.00 per share (the "Common Stock"), which may be issued upon exercise of options, rights and awards granted and to be granted pursuant to the Xerox Corporation 2004 Performance Incentive Plan (as from time to time amended, the "Plan"). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions set forth herein, either I or other lawyers in the Office of General Counsel of the Company who report to me have examined (i) the Registration Statement, (ii) the Plan, (iii) the Company's Restated Certificate of Incorporation and By-laws, each as amended to date, (iv) certain minutes of meetings of the Board of Directors and shareholders of the Company and (v) such other documents and matters of law as have been considered necessary or desirable in rendering the opinions set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such documents. In making my examination of executed documents I have assumed the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that I did not independently establish or verify, I have relied on statements and representations of officers and other representatives of the Company, of public officials and others.

My opinions set forth herein are limited to the laws of the State of New York and the United States of America, in each case that, in my experience, are normally applicable to transactions of the type contemplated by the Registration

Statement and to the extent that judicial or regulatory decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined on Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinions herein stated. The Shares may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the laws and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing, it is my opinion that:

- 1) The Company has been duly incorporated and is validly existing in good standing under the laws of the State of New York.
- 2) The Shares, when issued and paid for in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and nonassessable, with no personal liability attaching to the holders thereof under the laws of the State of New York.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Don H. Liu

Don H. Liu

General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2010 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2009 Annual Report to Shareholders, which is incorporated by reference in Xerox Corporation's Annual Report on Form 10-K for the year ended December 31, 2009. We also consent to the incorporation by reference of our report dated February 26, 2010 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Stamford, CT
June 30, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Xerox Corporation of our report dated August 27, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting of Affiliated Computer Services, Inc., which appears in Affiliated Computer Services, Inc.'s Annual Report on Form 10-K for the year ended June 30, 2009, which is incorporated by reference in this Current Report on Form 8-K of Xerox Corporation dated February 5, 2010.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Dallas, Texas
June 30, 2010

CONSENT OF VALUE INCORPORATED

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of all references to our firm and the reports issued by our firm to Affiliated Computer Services, Inc. which appear in the June 30, 2009 annual report on Form 10-K of Affiliated Computer Services, Inc.

/s/ David Fuller

VALUE INCORPORATED
Irving, Texas
June 28, 2010