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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): July 10, 2008**

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**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-04471**  
(Commission File Number)

**16-0468020**  
(IRS Employer  
Identification No.)

**45 Glover Avenue**  
**Norwalk, Connecticut 06856-4505**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (203) 968-3000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Election of Directors**

(d) Election of Directors

On July 10, 2008, Registrant's Board of Directors elected Charles O. Prince III to serve on Registrant's Board of Directors effective immediately. A copy of the Press Release relating to this announcement is being furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant dated July 10, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: July 10, 2008

XEROX CORPORATION

By: /s/ **Don H. Liu**

Don H. Liu

Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant dated July 10, 2008



For Immediate Release

Xerox Corporation  
45 Glover Avenue  
P.O. Box 4505  
Norwalk, CT 06856-4505

tel +1-203-968-3000

### **Charles Prince Elected to Xerox Board of Directors**

Board declares dividend; promotes Stephen Cronin to senior vice president

NORWALK, Conn., July 10, 2008 – Xerox Corporation’s (NYSE: XRX) board of directors today elected Charles Prince, former chairman and chief executive officer of Citigroup Inc., to the board.

“Chuck is a visionary leader whose unique talent and exceptional business experience will be a tremendous asset to our board,” said Xerox Chairman and CEO Anne Mulcahy.

Prince was appointed CEO of Citigroup in 2003 and remained in this position until his retirement in 2007. He is a member of the board of directors of Johnson & Johnson and a trustee of The Brookings Institution and of The Juilliard School. He is also a member of the Council on Foreign Relations and the Business Council.

A graduate of the University of Southern California in Los Angeles, Prince also holds a master’s degree in international relations and a law degree from the University of Southern California, and a Master of Laws degree from Georgetown University.

Xerox’s board of directors today also declared a quarterly cash dividend of 4.25 cents per share on Xerox common stock. The dividend is payable on Oct. 31 to shareholders of record on Sept. 30.

In addition, the board promoted Stephen Cronin, president, Xerox Global Services, to a senior vice president of the corporation. Cronin joined the company in 1989 and has held a variety of senior positions in Xerox’s European and developing markets organizations.

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