

NICHOLAS NJ JR  
Form 4  
January 16, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NICHOLAS NJ JR

2. Issuer Name and Ticker or Trading Symbol  
XEROX CORP [XRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 LONG RIDGE ROAD, P. O.  
BOX 1600

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
STAMFORD 06904

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					106,700	D	
Common Stock					1,400	I	Spouse
Deferred Stock Unit	01/12/2007		A <sup>(5)</sup>	4,244 A \$ 17.085	25,281	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 10.5					01/01/2004 <sup>(3)</sup>	05/15/2013	Common Stock
Stock Option	\$ 6.8					01/01/2003 <sup>(3)</sup>	09/09/2012	Common Stock
Stock Option	\$ 9.25					01/01/2002 <sup>(3)</sup>	08/28/2011	Common Stock
Stock Option	\$ 26.5625	05/23/2006		H	5,000	01/01/1997	05/22/2006	Common Stock
Stock Option	\$ 27					01/01/2001 <sup>(3)</sup>	05/18/2010	Common Stock
Stock Option	\$ 32.1563					01/01/1998 <sup>(4)</sup>	05/14/2007	Common Stock
Stock Option	\$ 54.2188	05/23/2006		H	5,000	01/01/1999	05/22/2006	Common Stock
Stock Option	\$ 60.4375					01/01/2000 <sup>(3)</sup>	05/20/2009	Common Stock
Deferred Comp.	\$ 0 <sup>(1)</sup>	01/12/2007		J <sup>(2)</sup>	V 17,500	08/08/1988 <sup>(1)</sup>	08/08/1988 <sup>(1)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLAS NJ JR 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD 06904	X			

## Signatures

K. Boyle

Attorney-In-Fact

01/16/2007

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

\* 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).

(1) Not Applicable

(2) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.

(3) Options vest over three years, 33.3% per year beginning in year shown.

(4) Options vest over three years, 33%, 33%, 34%, beginning in year shown.

(5) Deferred Stock Unit issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan

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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