

BURNS URSULA M

Form 4

February 01, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS URSULA M

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O.
1600

(Street)

STAMFORD 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. Transactionor 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		J ⁽⁴⁾	V	27,667	A	\$ 0 ⁽²⁾	169,458	D	
Common Stock	01/03/2006		F ⁽⁴⁾	V	9,750	D	\$ 0 ⁽²⁾	159,708	D	
Common Stock	01/30/2006		S ⁽⁵⁾		10,081	D	\$ 14.06	149,627	D	
Common Stock	01/30/2006		S ⁽⁵⁾		3,300	D	\$ 14.04	146,327	D	
Common Stock	01/30/2006		S ⁽⁵⁾		700	D	\$ 14.03	145,627	D	

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Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	13,200	D	\$ 14.02	132,427	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	15,700	D	\$ 14	116,727	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	3,900	D	\$ 13.99	112,827	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	5,000	D	\$ 13.96	107,827	D
Common Stock	01/30/2006	<u>M⁽⁵⁾</u>	149,600	A	\$ 0 <u>(2)</u>	257,427	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	10,000	D	\$ 14.06	247,427	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	3,200	D	\$ 14.04	244,227	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	600	D	\$ 14.03	243,627	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	12,500	D	\$ 14.02	231,127	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	35,600	D	\$ 14	195,527	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	32,700	D	\$ 13.99	162,827	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	50,000	D	\$ 13.97	112,827	D
Common Stock	01/30/2006	<u>S⁽⁵⁾</u>	5,000	D	\$ 13.96	107,827	D
Incentive Stock Rights	01/03/2006	<u>J⁽⁴⁾</u>	V 27,667	D	\$ 0 <u>(2)</u>	27,667	D

Common Stock						3,316.78	I	Employee Stock Ownership Plan
Common Stock						3,458	I	Children
Xerox Stock Fund						2,078.23	I	Xerox Stock Fund <u>(3)</u>

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

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SEC 1474
(9-02)

displays a currently valid OMB control 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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Stock Option	\$ 4.75	01/30/2006		M ⁽⁵⁾	149,600	01/01/2002 ⁽¹⁾ 12/31/2010	Common Stock 149,
Stock Option	\$ 5.14					10/14/2007 12/31/2011	Common Stock 100,
Stock Option	\$ 7.885					01/01/2004 ⁽¹⁾ 12/31/2012	Common Stock 280,
Stock Option	\$ 10.365					01/01/2003 ⁽¹⁾ 12/31/2011	Common Stock 149,
Stock Option	\$ 21.7812					01/01/2005 12/31/2009	Common Stock 40,0
Stock Option	\$ 46.875					01/01/1999 ⁽¹⁾ 12/31/2008	Common Stock 15,2
Stock Option	\$ 47.5					03/01/2003 12/31/2009	Common Stock 5,6
Stock Option	\$ 59.4375					01/01/2000 ⁽¹⁾ 12/31/2006	Common Stock 63
Stock Option	\$ 13.685					01/01/2005 ⁽¹⁾ 12/31/2011	Common Stock 138,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS URSULA M 800 LONG RIDGE ROAD P. O. 1600 STAMFORD 06904			Senior Vice President	

Signatures

K. W. Fizer,
Attorney-In-Fact

02/01/2006

__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) Options vest over three years, 33.3% per year beginning in year shown.
- (2) Not Applicable
- (3) Units purchased in and loan repayments to Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.
- (4) Vesting of incentive stock rights.
- (5) This sale of shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2005 and disclosed under Item 8.01 of the Form 8-K filed with the Securities and Exchange Commission on November 5, 2004.

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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