

XEROX CORP  
Form 3  
February 09, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â BLODGETT LYNN                           |         | (Month/Day/Year)  | XEROX CORP [XRX]                                   |   |
| (Last)                                    | (First) | (Middle)  | 02/05/2010   |   |
| 45 GLOVER AVENUE                          |         | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         | (Check all applicable)  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| NORWALK,Â CTÂ 06850                       |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)   | Executive Vice President                           |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 3,542  | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|               |            |            |              | Shares    |         | (I)<br>(Instr. 5) |   |
|---------------|------------|------------|--------------|-----------|---------|-------------------|---|
| Stock Options | Â (1)      | 08/20/2019 | Common Stock | 2,125,586 | \$ 6.33 | D                 | Â |
| Stock Options | 02/05/2010 | 09/26/2011 | Common Stock | 5,668     | \$ 6.34 | D                 | Â |
| Stock Options | 02/05/2010 | 07/23/2012 | Common Stock | 318,838   | \$ 5.31 | D                 | Â |
| Stock Options | 02/05/2010 | 08/11/2013 | Common Stock | 708,528   | \$ 6.23 | D                 | Â |
| Stock Options | 02/05/2010 | 07/30/2014 | Common Stock | 708,528   | \$ 7.33 | D                 | Â |
| Stock Options | 02/05/2010 | 03/18/2015 | Common Stock | 1,417,057 | \$ 7.1  | D                 | Â |
| Stock Options | 02/05/2010 | 12/09/2016 | Common Stock | 991,940   | \$ 7    | D                 | Â |
| Stock Options | 02/05/2010 | 07/09/2017 | Common Stock | 425,117   | \$ 8.35 | D                 | Â |
| Stock Options | 02/05/2010 | 08/15/2017 | Common Stock | 2,834,115 | \$ 7.1  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BLODGETT LYNN<br>45 GLOVER AVENUE<br>NORWALK,Â CTÂ 06850 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Karen Boyle, Attorney  
in Fact 02/09/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary

(1) date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of the grant is 10 years prior to the stated expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.