

DE LIMA ARMANDO ZAGALO  
 Form 4  
 February 08, 2006

**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 \*  
 DE LIMA ARMANDO ZAGALO

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

STAMFORD, CT, CT 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/03/2006                           |  | J <sup>(2)</sup>               | V 12,333 A \$ 0 <sub>(3)</sub>                                    | 79,587  | D  |                                   |
| Common Stock                    | 01/03/2006                           |  | F <sup>(2)</sup>               | V 4,934 D \$ 0 <sub>(3)</sub>                                     | 74,653  | D  |                                   |
| Common Stock                    | 02/06/2006                           |  | S                              | 36,700 D \$ 14.5  | 37,953  | D  |                                   |
| Common Stock                    | 02/07/2006                           |  | M                              | 60,800 A \$ 0 <sub>(3)</sub>                                      | 98,753  | D  |                                   |
| Common Stock                    | 02/07/2006                           |  | S                              | 60,800 D \$ 14.5  | 37,953  | D  |                                   |

Incentive  
 Stock Rights 01/03/2006 J<sup>(2)</sup> V 12,333 D \$ 0<sub>(3)</sub> 12,334 D

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

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(9-02)

**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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Option                               | \$ 21.7812   |                                      |  |                                |   | 01/01/2005 <sup>(1)</sup> 12/31/2009                     | Common Stock 20,000   |
| Stock Option                               | \$ 4.75  | 02/07/2006                           |  | M                              | 60,800  | 01/01/2002 <sup>(1)</sup> 12/31/2010                     | Common Stock 60,800   |
| Stock Option                               | \$ 10.365  |                                      |  |                                |   | 01/01/2003 <sup>(1)</sup> 12/31/2011                     | Common Stock 74,800   |
| Stock Option                               | \$ 7.885   |                                      |  |                                |   | 01/01/2004 <sup>(1)</sup> 12/31/2012                     | Common Stock 121,500  |
| Stock Option                               | \$ 5.14  |                                      |  |                                |   | 10/14/2007 12/31/2011                                    | Common Stock 50,000   |
| Stock Option                               | \$ 13.685  |                                      |  |                                |   | 01/01/2005 <sup>(1)</sup> 12/31/2011                     | Common Stock 61,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| DE LIMA ARMANDO ZAGALO<br>800 LONG RIDGE ROAD<br>P. O. BOX 1600<br>STAMFORD, CT, CT 06904 |               |           | Vice President |       |

## Signatures

K.W. Fizer,  
Attorney-In-Fact

02/08/2006

\_\_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) Vesting of incentive stock rights.
  - (3) Not Applicable

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