

MACDONALD MICHAEL C
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MACDONALD MICHAEL C

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

STAMFORD, CT 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2006

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)
Senior 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)
				(A) or (D) Price			
Common Stock					58,307	D	
Common Stock					4,228.78	I	Employee Stock Ownership Plan
Common Stock					45	I	Children
Incentive Stock Rights					55,000	D	

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Xerox Stock Fund	11,626.77	I ⁽³⁾	Xerox Stock Fund
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 5.14					10/14/2007 12/31/2011	Common Stock
Stock Option	\$ 7.885					01/01/2004 ⁽²⁾ 12/31/2012	Common Stock
Stock Option	\$ 10.365					01/01/2003 ⁽²⁾ 12/31/2011	Common Stock
Stock Option	\$ 21.7812					01/01/2005 ⁽²⁾ 12/31/2009	Common Stock
Stock Option	\$ 46.875					01/01/1999 ⁽²⁾ 12/31/2008	Common Stock
Stock Option	\$ 47.5					03/01/2003 12/31/2009	Common Stock
Stock Option	\$ 59.4375					01/01/2000 ⁽²⁾ 12/31/2006	Common Stock
Deferred Comp	\$ 0 ⁽¹⁾					08/08/1988 ⁽¹⁾ 08/08/1988 ⁽¹⁾	Common Stock
Stock Option	\$ 13.685					01/01/2005 ⁽²⁾ 12/31/2011	Common Stock
Stock Option	\$ 15.205					01/01/2005 ⁽²⁾ 12/31/2011	Common Stock
Performance Shares	\$ 0 ⁽¹⁾	02/16/2006		A	21,567 ⁽⁴⁾	08/08/1988 ⁽¹⁾ 08/08/1988 ⁽¹⁾	Common Stock

