

BURNS URSULA M
Form 4/A
October 18, 2005

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

OMB APPROVAL
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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 *
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)
10/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
10/12/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/10/2005 | | F ⁽⁵⁾ | V Amount 12,215 (6) | D Price \$ 0 (3) | 141,791 (6) | D |
| Common Stock | | | | | | 3,316.78 | I Employee Stock Ownership Plan |
| Common Stock | | | | | | 3,458 | I Children |
| Incentive Stock Rights | | | | | | 55,334 | D |

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Xerox Stock Fund 2,078.23 I Xerox Stock Fund ⁽⁴⁾

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 4.75 | | | | | 01/01/2002 ⁽¹⁾ 12/31/2010 | Common Stock | 149,600 |
| Stock Option | \$ 5.14 | | | | | 10/14/2007 12/31/2011 | Common Stock | 100,000 |
| Stock Option | \$ 7.885 | | | | | 01/01/2004 ⁽¹⁾ 12/31/2012 | Common Stock | 280,400 |
| Stock Option | \$ 10.365 | | | | | 01/01/2003 ⁽¹⁾ 12/31/2011 | Common Stock | 149,600 |
| Stock Option | \$ 21.7812 | | | | | 01/01/2005 12/31/2009 | Common Stock | 40,000 |
| Stock Option | \$ 36.7032 | | | | | 01/01/1999 ⁽²⁾ 12/31/2005 | Common Stock | 35,658 |
| Stock Option | \$ 46.875 | | | | | 01/01/1999 ⁽¹⁾ 12/31/2008 | Common Stock | 15,282 |
| Stock Option | \$ 47.5 | | | | | 03/01/2003 12/31/2009 | Common Stock | 5,625 |
| Stock Option | \$ 59.4375 | | | | | 01/01/2000 ⁽¹⁾ 12/31/2006 | Common Stock | 630 |
| Stock Option | \$ 13.685 | | | | | 01/01/2005 ⁽¹⁾ 12/31/2011 | Common Stock | 138,000 |

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
10/18/2005

**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) Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- (3) Not Applicable
- (4) 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.
- (5) Vesting of incentive stock rights.
- (6) Adjustment required to shares withheld for taxes previously reported 10/12/2005 in order to comply with the American Job Creation Act of 2004 governing supplemental wages over \$1 million.

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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