

McDermott John E  
Form 4  
February 03, 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

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 \*  
McDermott John E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2006

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

C/O XEROX CORPORATION, P.O. BOX 1600 / 800 LONG RIDGE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

STAMFORD, CT 06904

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                       |
| Incentive Stock Rights          | 01/03/2006                           |                                                    | J <sup>(2)</sup>               | V 6,333 D \$ 0 <sup>(3)</sup>                                     | 6,334                                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2.595                                                                                         | I                                                        | Employee Stock Ownership Plan                         |
| Common Stock                    | 01/03/2006                           |                                                    | J <sup>(2)</sup>               | V 6,333 A \$ 0 <sup>(3)</sup>                                     | 19,659                                                                                        | D                                                        |                                                       |
| Common Stock                    | 01/03/2006                           |                                                    | F <sup>(2)</sup>               | V 2,385 D \$ 0 <sup>(3)</sup>                                     | 17,274                                                                                        | D                                                        |                                                       |

Stock

|              |            |   |       |   |                     |        |   |
|--------------|------------|---|-------|---|---------------------|--------|---|
| Common Stock | 02/01/2006 | M | 9,367 | A | \$ 0 <sup>(3)</sup> | 26,641 | D |
| Common Stock | 02/01/2006 | S | 9,367 | D | \$ 14.22            | 17,274 | D |

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

**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.**

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 7.885                                               | 02/01/2006                           |                                                    | M                              | 9,367                                                                                   | 01/01/2004 <sup>(1)</sup> 12/31/2012                     | Common Stock 9,367                                            |
| Stock Option                               | \$ 13.685                                              |                                      |                                                    |                                |                                                                                         | 01/01/2005 <sup>(1)</sup> 12/31/2011                     | Common Stock 25,000                                           |
| Stock Option                               | \$ 15.205                                              |                                      |                                                    |                                |                                                                                         | 01/01/2005 <sup>(1)</sup> 12/31/2011                     | Common Stock 6,000                                            |

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

McDermott John E  
C/O XEROX CORPORATION  
P.O. BOX 1600 / 800 LONG RIDGE ROAD  
STAMFORD, CT 06904

Vice President

**Signatures**

K.W. Fizer, 02/03/2006  
Attorney-in Fact

\_\_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

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.