

XEROX CORP  
Form 11-K  
June 29, 2006

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended: December 31, 2005**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-4471**

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

**XEROX CORPORATION SAVINGS PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

XEROX CORPORATION

P.O. BOX 1600

STAMFORD, CONNECTICUT 06904-1600

**REQUIRED INFORMATION**

Xerox Corporation Savings Plan (the Plan) is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements and schedule of the Plan at December 31, 2005 and 2004 and for the year ended December 31, 2005, which have been prepared in accordance with the financial reporting requirements of ERISA, are filed herewith as Exhibit 99-1 and incorporated herein by reference.

**EXHIBITS**

Exhibit Number	Description
99-1	Financial Statements and Schedule of the Plan at December 31, 2005 and 2004 and for the year ended December 31, 2005
99-2	Consent of Independent Registered Public Accounting Firm

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the persons who administer the plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

XEROX CORPORATION SAVINGS PLAN

/S/LAWRENCE M. BECKER

LAWRENCE M. BECKER

PLAN ADMINISTRATOR

Stamford, Connecticut

Date: June 29, 2006