

XEROX CORP

Form 4

August 12, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLODGETT LYNN

(Last) (First) (Middle)

45 GLOVER AVENUE

(Street)

NORWALK, CT 06850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/08/2013		M		117,560	A	\$ 6.33	320,527	D
Common Stock	08/08/2013		S		117,560	D	\$ 9.9162	202,967	D
Common Stock	08/08/2013		M		204,483	A	\$ 7.1	407,450	D
Common Stock	08/08/2013		S		132,440	D	\$ 9.9162	275,010	D
Common Stock	08/08/2013		S		72,043	D	\$ 10.01	202,967	D

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Common Stock	08/09/2013	M	200,000	A	\$ 7.1	402,967	D
Common Stock	08/09/2013	S	200,000	D	\$ 9.995	202,967	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 of Shares
Stock Options	\$ 6.33	08/08/2013		M		117,560		02/05/2010 ⁽¹⁾	08/20/2019	Common Stock	117,560
Stock Options	\$ 7.1	08/08/2013		M		204,483		02/05/2010 ⁽¹⁾	08/15/2017	Common Stock	204,483
Stock Options	\$ 7.1	08/09/2013		M		200,000		02/05/2010 ⁽¹⁾	08/15/2017	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BLODGETT LYNN
45 GLOVER AVENUE
NORWALK, CT 06850

Executive Vice President

Signatures

Karen Boyle, Attorney
in Fact

08/12/2013

 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).

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary

- (1) date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of the grant is 10 years prior to the stated expiration date.

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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