

XEROX CORP  
Form 4  
July 06, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Mancini Joseph H.

(Last) (First) (Middle)  
45 GLOVER AVENUE, P.O. BOX 4505  
(Street)

NORWALK, CT 06856-4505

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/01/2015

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)  
VP & Chief Accounting Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |
| Common Stock                    | 07/01/2015                           |  | M                              |   | 11,860<br>(1)   | A  | \$ 10.68 95,299 D                                     |
| Common Stock                    | 07/01/2015                           |  | F                              |   | 3,830<br>(2)  | D  | \$ 10.68 91,469 D                                     |
| Common Stock                    | 07/01/2015                           |  | A                              |   | 21,780<br>(3)   | A  | \$ 10.68 113,249 D                                    |
| Common Stock                    | 07/01/2015                           |  | F                              |   | 7,417<br>(2)  | D  | \$ 10.68 105,832 D                                    |
| Restricted Stock Units          | 07/01/2015                           |  | M                              |   | 13,978<br>(4)   | D  | \$ 10.68 0 I Spouse                                   |

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|              |            |   |               |   |          |            |   |        |
|--------------|------------|---|---------------|---|----------|------------|---|--------|
| Common Stock | 07/01/2015 | M | 13,978<br>(4) | A | \$ 10.68 | 38,209.448 | I | Spouse |
| Common Stock | 07/01/2015 | F | 4,742<br>(5)  | D | \$ 10.68 | 33,467.448 | I | Spouse |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares                         | \$ 0   | 07/01/2015                           |  | M                              | 11,860<br>(1)   | 08/08/1988 <sup>(6)</sup> 08/08/1988 <sup>(6)</sup>      | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Mancini Joseph H.<br>45 GLOVER AVENUE<br>P.O. BOX 4505<br>NORWALK, CT 06856-4505 |               |           | VP & Chief Accounting Officer |       |

## Signatures

Karen Boyle, Attorney  
in Fact 07/06/2015

\*\*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) Performance Shares vested and converted to shares of Common Stock.
- (2) Shares withheld to pay for taxes on the Performance Shares that have vested.

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- (3) Shares awarded and vesting based on 3 year cumulative performance.
- (4) Restricted Stock Units vested and converted to shares of Common Stock.
- (5) Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- (6) 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.

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