#### MOTRONI HECTOR J

Form 4/A

December 30, 2005

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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Expires:

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| MOTRON                                 | Symbol<br>XERC   | X CORI   | PIXRXI                          | 71 1144         | 5                                 | Issuer   |             |  |  |   |  |
|--|--|----------|---------------------------------|-----------------|-----------------------------------|--|-------------|--|--|---|--|
| (Last)                                 | (First)  | (Middle) | 3. Date of Earliest Transaction |                 |                                   |  |             | (Check all applicable)   |  |   |  |
| 800 LONG RIDGE ROAD, P. O.<br>BOX 1600 |  |          | (Month/Day/Year)<br>10/31/2005  |                 |                                   |  |             | Director 10% OwnerX Officer (give title Other (specify below)  Senior Vice President                               |  |   |  |
| STAMFO                                 | 4. If Amendment, Date Original Filed(Month/Day/Year) 11/02/2005                          |          |                                 |                 |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |             |  |  |   |  |
| (City)                                 | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |          |                                 |                 |                                   |  |             |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Dat<br>(Month/Day/Year)   |          | Date, if                        | Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed   | Price       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                        | 10/31/2005   |          |                                 | F               | 18,853<br>(5)                     | D  | \$<br>13.31 | 157,833.7078   | D  |   |  |
| Common<br>Stock                        |  |          |                                 |                 |                                   |  |             | 117,593.7078<br>(6)  | D  |   |  |
| Common<br>Stock                        |  |          |                                 |                 |                                   |  |             | 5,046.14   | I  | Employee<br>Stock<br>Ownership<br>Plan                            |  |
| Incentive<br>Stock<br>Rights           |  |          |                                 |                 |                                   |  |             | 30,667   | D  |   |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | Secu<br>Secu<br>Acqu<br>or D<br>(D) | urities<br>uired (A)<br>isposed of<br>r. 3, 4, | 6. Date Exercisab<br>Date<br>(Month/Day/Year | -               | 7. Title and Amou<br>Underlying Securi<br>(Instr. 3 and 4) |                    |
|---|---|---|---|---|-------------------------------------|--|--|-----------------|--|--------------------|
|   |   |   |   | Code V                                  | (A)                                 | (D)  | Date Exercisable                             | Expiration Date | Title  | Amo<br>Nun<br>Shar |
| Stock<br>Options                                    | \$ 4.75   | 10/31/2005                              |   | M(4)                                    |                                     | 81,000   | 01/01/2001(2)                                | 12/31/2010      | Common<br>Stock  | 81                 |
| Stock<br>Options                                    | \$ 7.885  |   |   |   |                                     |  | 01/01/2003(2)                                | 12/31/2012      | Common<br>Stock  | 121                |
| Stock<br>Options                                    | \$ 10.365   |   |   |   |                                     |  | 01/01/2002(2)                                | 12/31/2011      | Common<br>Stock  | 121                |
| Stock<br>Options                                    | \$ 21.7812  |   |   |   |                                     |  | 01/01/2005                                   | 12/31/2009      | Common<br>Stock  | 50                 |
| Stock<br>Options                                    | \$ 36.7032  |   |   |   |                                     |  | 01/01/1999                                   | 12/31/2005      | Common<br>Stock  | 47                 |
| Stock<br>Options                                    | \$ 46.875   |   |   |   |                                     |  | 01/01/1999                                   | 12/31/2008      | Common<br>Stock  | 20                 |
| Stock<br>Options                                    | \$ 47.5   |   |   |   |                                     |  | 03/01/2003                                   | 12/31/2009      | Common<br>Stock  | 8,                 |
| Stock<br>Options                                    | \$ 54.8594  |   |   |   |                                     |  | 01/01/2000                                   | 12/31/2008      | Common<br>Stock  | 57                 |
| Stock<br>Options                                    | \$ 59.4375  |   |   |   |                                     |  | 01/01/2000                                   | 12/31/2006      | Common<br>Stock  | 1,                 |
| Deferred Comp. (1)                                  | \$ 0  |   |   |   |                                     |  | 08/08/1988(2)                                | 08/08/1988(2)   | Common<br>Stock  | 9                  |
| Stock<br>Option                                     | \$ 13.685   |   |   |   |                                     |  | 01/01/2005(2)                                | 12/31/2011      | Common<br>Stock  | 77                 |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

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## Edgar Filing: MOTRONI HECTOR J - Form 4/A

Director 10% Owner Officer Other

MOTRONI HECTOR J 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904

Senior Vice President

# **Signatures**

K. W. Fizer, Attorney-In-Fact

12/30/2005

\*\*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) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- (2) Options vest over three years, 33.3% per year beginning in year shown.
- (3) Not Applicable
- (4) Stock options were excercised by a stock swap using the attestation method
- (5) To correct typographical error in transaction previously reported 10/31/05 as 18,553 which should have been reported as 18,853
- (6) To correct discrepancy in ending balance for common stock directly held caused by reporting error of 300 shares as described in footnote #5

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.

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