

XEROX CORP
 Form 4
 November 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Peacock Russell

(Last) (First) (Middle)
 45 GLOVER AVENUE
 (Street)

NORWALK, CT 06856

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2007

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)
 Vice President

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)
Restricted Stock Units					15,950 ⁽³⁾	D	
Common Stock	11/06/2007		M	46,800 A	\$ 0 ⁽¹⁾ 54,469	D	
Common Stock	11/06/2007		S	500 D	\$ 16.895 53,969	D	
Common Stock	11/06/2007		S	11,500 D	\$ 16.9 42,469	D	
Common Stock	11/06/2007		S	2,100 D	\$ 16.91 40,369	D	

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Common Stock	11/06/2007	S	2,900	D	\$ 16.92	37,469	D
Common Stock	11/06/2007	S	400	D	\$ 16.93	37,069	D
Common Stock	11/06/2007	S	100	D	\$ 16.935	36,969	D
Common Stock	11/06/2007	S	1,600	D	\$ 16.94	35,369	D
Common Stock	11/06/2007	S	1,300	D	\$ 16.945	34,069	D
Common Stock	11/06/2007	S	12,306	D	\$ 16.95	21,763	D
Common Stock	11/06/2007	S	1,400	D	\$ 16.955	20,363	D
Common Stock	11/06/2007	S	4,200	D	\$ 16.89	16,163	D
Common Stock	11/06/2007	S	2,400	D	\$ 16.96	13,763	D
Common Stock	11/06/2007	S	6,094	D	\$ 16.97	7,669	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.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Options	\$ 59.4375					01/01/2002	12/31/2008	Common Stock	4
Stock Options	\$ 21.7812					01/01/2003	12/31/2009	Common Stock	4

