

Dastin Richard M
 Form 4
 July 02, 2010

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 *
 Dastin Richard M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

NORWALK, CT 06856

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) or Price			
Common Stock	07/01/2010		M	4,865 (1) A \$ 0 (2)	15,510.68	D	
Restricted Stock Units	07/01/2010		J	6,950 D \$ 0 (2)	119,060	D	
Common Stock	07/01/2010		J	6,950 (3) A \$ 0 (2)	22,460.68	D	
Common Stock	07/01/2010		F	1,763 (4) D \$ 7.97	20,697.68	D	
Common Stock	07/01/2010		F	2,518 (5) D \$ 7.97	18,179.68	D	

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(5) Taxes withheld for vesting of Restricted Stock Shares.

(6) These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective earned 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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