

KABURECK GARY R

Form 5

February 09, 2005

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
KABURECK GARY R

(Last) (First) (Middle)

P. O. BOX 1600, 800 LONG  
RIDGE ROAD

(Street)

STAMFORD, CT 06904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
XEROX CORP [XRX]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20044. 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 Pres. &amp; Chief Accountant

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	6,360.036 D	Â
Common Stock	Â	Â	Â	Â	Â	3,515.18 I	Employee Stock Ownership Plan
Incentive Stock Rights	Â	Â	Â	Â	Â	19,000 D	Â

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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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 4.75	Â	Â	Â	Â Â	01/01/2002 <sup>(2)</sup> 12/31/2010	Common Stock 10,500
Stock Option	\$ 7.885	Â	Â	Â	Â Â	01/01/2004 <sup>(2)</sup> 12/31/2012	Common Stock 23,400
Stock Option	\$ 10.365	Â	Â	Â	Â Â	01/01/2003 <sup>(2)</sup> 12/31/2011	Common Stock 14,100
Stock Option	\$ 21.7812	Â	Â	Â	Â Â	01/01/2001 <sup>(2)</sup> 12/31/2009	Common Stock 3,310
Stock Option	\$ 25.8125	Â	Â	Â	Â Â	03/01/2003 12/31/2009	Common Stock 2,081
Stock Option	\$ 44.1563	Â	Â	Â	Â Â	01/01/1999 <sup>(2)</sup> 12/31/2005	Common Stock 3,000
Stock Option	\$ 59.4375	Â	Â	Â	Â Â	01/01/2000 <sup>(2)</sup> 12/31/2006	Common Stock 414
Stock Option	\$ 59.4375	Â	Â	Â	Â Â	01/01/2000 <sup>(2)</sup> 12/31/2008	Common Stock 2,600
Stock Option	\$ 13.685	Â	Â	Â	Â Â	01/01/2005 <sup>(2)</sup> 12/31/2011	Common Stock 31,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KABURECK GARY R P. O. BOX 1600	Â	Â	Â Vice Pres. & Chief Accountant	Â

800 LONG RIDGE ROAD  
STAMFORD, CT 06904

## Signatures

K.W. Fizer,  
Attorney-In Fact

02/09/2005

\_\_\_\_\_  
\*\*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).

(2) Options vest over three years, 33.3% per year beginning in year shown.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.