

MACDONALD MICHAEL C  
Form 4  
February 01, 2006

# FORM 4

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).

## 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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACDONALD MICHAEL C

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O.  
BOX 1600

(Street)

STAMFORD, CT 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/30/2006                              |                                                             | M                                    | 44,000                                                                     | A<br>\$ 0<br>(1)                                                                                                   | 102,307                                                              | D                                                                 |
| Common<br>Stock                       | 01/30/2006                              |                                                             | S                                    | 44,000                                                                     | D<br>\$ 14                                                                                                         | 58,307                                                               | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 4,228.78                                                                                                           | I                                                                    | Employee<br>Stock<br>Ownership<br>Plan                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 45                                                                                                                 | I                                                                    | Children                                                          |
|                                       |                                         |                                                             |                                      |                                                                            | 55,000                                                                                                             | D                                                                    |                                                                   |

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Incentive  
Stock  
Rights

Xerox  
Stock Fund

11,626.77

I <sup>(3)</sup>

Xerox Stock  
Fund

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

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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<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) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable Expiration Date                               | Title                                                            |                                     |
| Stock<br>Option                                     | \$ 5.14                                                               |                                         |                                                             |                                         |                                                                                                              | 10/14/2007 12/31/2011                                          | Common<br>Stock                                                  | 50,                                 |
| Stock<br>Option                                     | \$ 7.885                                                              | 01/30/2006                              |                                                             | M                                       | 44,000                                                                                                       | 01/01/2004 <sup>(2)</sup> 12/31/2012                           | Common<br>Stock                                                  | 44,                                 |
| Stock<br>Option                                     | \$ 10.365                                                             |                                         |                                                             |                                         |                                                                                                              | 01/01/2003 <sup>(2)</sup> 12/31/2011                           | Common<br>Stock                                                  | 93,                                 |
| Stock<br>Option                                     | \$ 21.7812                                                            |                                         |                                                             |                                         |                                                                                                              | 01/01/2005 <sup>(2)</sup> 12/31/2009                           | Common<br>Stock                                                  | 30,                                 |
| Stock<br>Option                                     | \$ 46.875                                                             |                                         |                                                             |                                         |                                                                                                              | 01/01/1999 <sup>(2)</sup> 12/31/2008                           | Common<br>Stock                                                  | 17,                                 |
| Stock<br>Option                                     | \$ 47.5                                                               |                                         |                                                             |                                         |                                                                                                              | 03/01/2003 12/31/2009                                          | Common<br>Stock                                                  | 6,2                                 |
| Stock<br>Option                                     | \$ 59.4375                                                            |                                         |                                                             |                                         |                                                                                                              | 01/01/2000 <sup>(2)</sup> 12/31/2006                           | Common<br>Stock                                                  | 1,1                                 |
| Deferred<br>Comp                                    | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              | 08/08/1988 <sup>(1)</sup> 08/08/1988 <sup>(1)</sup>            | Common<br>Stock                                                  | 58,                                 |
| Stock<br>Option                                     | \$ 13.685                                                             |                                         |                                                             |                                         |                                                                                                              | 01/01/2005 <sup>(2)</sup> 12/31/2011                           | Common<br>Stock                                                  | 77,                                 |
| Stock                                               | \$ 15.205                                                             |                                         |                                                             |                                         |                                                                                                              | 01/01/2005 <sup>(2)</sup> 12/31/2011                           | Common                                                           | 15,                                 |

Option

Stock

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                             |       |
|------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                     | Other |
| MACDONALD MICHAEL C<br>800 LONG RIDGE ROAD<br>P. O. BOX 1600<br>STAMFORD, CT 06904 |               |           | Senior<br>Vice<br>President |       |

## Signatures

K.W. Fizer,  
Attorney-In-Fact                      02/01/2006

\_\_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) Not Applicable
- (2) Options vest over three years, 33.3% per year beginning in year shown.
- (3) Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

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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