

XEROX CORP
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mancini Joseph H.

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

NORWALK, CT 06856-4505

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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)
VP & Chief Accounting Officer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount (A) or Price (D) | | | |
| Common Stock | 07/01/2013 | | M | | 14,681 (1) | A | \$ 0 (2) 68,484 | D |
| Common Stock | 07/01/2013 | | F | | 5,000 (3) | D | \$ 9.24 63,484 | D |
| Common Stock | 07/01/2013 | | A | | 6,478 (4) | A | \$ 9.24 69,962 | D |
| Common Stock | 07/01/2013 | | F | | 2,207 (3) | D | \$ 9.24 67,755 | D |
| Common Stock | 07/01/2013 | | M | | 16,940 (5) | A | \$ 9.24 84,695 | D |

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| | | | | | | | | |
|------------------------|------------|---|---------------|---|---------|--------|---|--------|
| Restricted Stock Units | 07/01/2013 | M | 16,940 (5) | D | \$ 9.24 | 0 | D | |
| Common Stock | 07/01/2013 | F | 5,769 (6) | D | \$ 9.24 | 78,926 | D | |
| Common Stock | 07/01/2013 | M | 12,548 (5) | A | \$ 9.24 | 34,315 | I | Spouse |
| Restricted Stock Units | 07/01/2013 | M | 12,548 (5) | D | \$ 9.24 | 24,249 | I | Spouse |
| Common Stock | 07/01/2013 | F | 4,226 (6) | D | \$ 9.24 | 30,089 | I | Spouse |

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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(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 of Underlying Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares | \$ 0 (2) | 07/01/2013 | | A | 11,577 (7) | 08/08/1988(2) | 08/08/1988(2) | Common Stock |
| Performance Shares | \$ 0 (2) | 07/01/2013 | | M | 14,681 (1) | 08/08/1988(2) | 08/08/1988(2) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mancini Joseph H. 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505 | | | VP & Chief Accounting Officer | |

Signatures

Karen Boyle, Attorney
in Fact

07/03/2013

__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) Performance Shares vested and converted to shares of Common Stock.

(2) Not Applicable.

(3) Shares withheld to pay for taxes on the Performance Shares that have vested.

(4) Shares awarded and vesting based on 3 year cumulative performance.

(5) Restricted Stock Units vesting and converting to Common Stock.

(6) Shares withheld to pay for taxes on Restricted Stock Units that have vested.

(7) 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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