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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): December 8, 2010

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001-04471
(Commission File Number)

16-0468020
(IRS Employer
Identification No.)

45 Glover Avenue
Norwalk, Connecticut 06856-4505
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Election of Directors

(d) Election of Directors

On December 8, 2010, Registrant's Board of Directors elected Robert J. Keegan to serve on Registrant's Board of Directors effective immediately. Mr. Keegan will be appointed to the Compensation Committee. A copy of the Press Release relating to this announcement is being furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant dated December 8, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: December 8, 2010

XEROX CORPORATION

By: _____ /s/ DON H. LIU
Don H. Liu
Senior Vice President, General Counsel and
Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant dated December 8, 2010

News from Xerox



For Immediate Release

Xerox Corporation
45 Glover Avenue
P.O. Box 4505
Norwalk, CT 06856-4505
tel +1-203-968-3000

Robert Keegan Elected to Xerox Board of Directors

NORWALK, Conn., Dec. 8, 2010 — Xerox Corporation's (NYSE: XRX) board of directors today elected to the board Robert J. Keegan, former chairman, president and chief executive officer of The Goodyear Tire and Rubber Company.

"Bob brings to the Xerox board a proven track record of business success. His leadership experience, respected financial and business acumen and global expertise will serve Xerox and our shareholders well, and will complement the strong talent of our board of directors," said Xerox Chairman and CEO Ursula Burns.

Keegan, 63, served as Goodyear's president and chief executive officer from January 2003 to April of this year and as chairman from July 2003 to October of this year. Prior to joining Goodyear as chief operating officer in 2000, Keegan was president of the consumer imaging business at Eastman Kodak Co.

Keegan received a bachelor of science degree in mathematics from LeMoyne College in Syracuse, N.Y., and a master of business administration degree in finance from the University of Rochester. He is on the Board of Trustees of the University of Rochester and is a board member of the Autism Family Foundation of Northeast Ohio.

About Xerox

Xerox Corporation is a \$22 billion leading global enterprise for business process and document management. Through its broad portfolio of technology and services, Xerox provides the essential back-office support that clears the way for clients to focus on what they do best: their real business. Headquartered in Norwalk, Conn., Xerox provides leading-edge document technology, services, software and genuine Xerox supplies for graphic communication and office printing environments of any size. Through ACS, A Xerox Company, which Xerox acquired in February 2010, Xerox also offers extensive business process outsourcing and IT outsourcing services, including data processing, HR benefits management, finance support, and customer relationship management services for commercial and government organizations worldwide. The 133,000 people of Xerox serve clients in more than 160 countries. For more information, visit <http://www.xerox.com>, <http://news.xerox.com> or <http://www.acs-inc.com>. For investor information, visit <http://www.xerox.com/investor>.

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