

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MOTRONI HECTOR J</u>  (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 <u>XEROX CORP [ XRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (D)	Price			
Common Stock	01/03/2006		J <sup>(4)</sup>	V	15,333 <sup>(4)</sup>	A	\$0.0 <sup>(3)</sup>	132,926.7078	D	
Common Stock	01/03/2006		F <sup>(4)</sup>	V	5,221 <sup>(4)</sup>	D	\$0.0 <sup>(3)</sup>	127,705.7078	D	
Common Stock								5,046.14	I	Employee Stock Ownership Plan
Incentive Stock Rights	01/03/2006		J <sup>(4)</sup>	V	15,333 <sup>(4)</sup>	D	\$0.0 <sup>(3)</sup>	15,334	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$4.75							01/01/2001 <sup>(2)</sup>	12/31/2010	Common Stock	40,500		40,500	D	
Stock Options	\$7.885							01/01/2003 <sup>(2)</sup>	12/31/2012	Common Stock	121,500		121,500	D	
Stock Options	\$10.365							01/01/2002 <sup>(2)</sup>	12/31/2011	Common Stock	121,500		121,500	D	
Stock Options	\$21.7812							01/01/2005	12/31/2009	Common Stock	50,000		50,000	D	
Stock Options	\$46.875							01/01/1999	12/31/2008	Common Stock	20,436		20,436	D	
Stock Options	\$47.5							03/01/2003	12/31/2009	Common Stock	8,860		8,860	D	
Stock Options	\$54.8594							01/01/2000	12/31/2008	Common Stock	57,214		57,214	D	
Stock Options	\$59.4375							01/01/2000	12/31/2006	Common Stock	1,234		1,234	D	
Deferred Comp. <sup>(1)</sup>	\$0							08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	\$0		\$62,195 <sup>(1)</sup>	D	
Stock Option	\$13.685							01/01/2005 <sup>(2)</sup>	12/31/2011	Common Stock	77,000		77,000	D	
Performance Shares	\$0.0 <sup>(3)</sup>	02/16/2006		A		17,667 <sup>(5)</sup>		08/08/1988 <sup>(3)</sup>	08/08/1988 <sup>(3)</sup>	Common Stock	17,667	\$0.0 <sup>(3)</sup>	17,667 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- Options vest over three years, 33.3% per year beginning in year shown.
- Not Applicable
- Vesting of Incentive Stock Rights.
- 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 grant date.

K. W. Fizer, Attorney-In-Fact      02/21/2006

\*\* Signature of Reporting Person      Date

\* 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).

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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