

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>ZIMMERMAN LAWRENCE A</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 Officer (give title below) Other (specify below) X Senior Vice President and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 ⁽²⁾	V	24,667	A	\$0.0 ⁽³⁾	175,397	D	
Common Stock	01/03/2006		F ⁽²⁾	V	8,157	D	\$0.0 ⁽³⁾	167,240	D	
Common Stock								5,000	I	Spouse
Common Stock								4,000	I	Custodian/Trustee for Grandchildren
Common Stock								4,019	I	Employee Stock Ownership Plan
Incentive Stock Rights	01/03/2006		J ⁽²⁾	V	24,667	D	\$0.0 ⁽³⁾	24,667	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 Option	\$7.885							01/01/2004 ⁽¹⁾	12/31/2012	Common Stock	187,000		187,000	D	
Stock Option	\$8.975							01/01/2003 ⁽¹⁾	12/31/2011	Common Stock	121,500		121,500	D	
Stock Option	\$8.975							01/01/2005 ⁽¹⁾	12/31/2011	Common Stock	150,000		150,000	D	
Stock Option	\$13.685							01/01/2005 ⁽¹⁾	12/31/2011	Common Stock	122,000		122,000	D	
Performance Shares	\$0.0 ⁽³⁾	02/16/2006		A		31,367 ⁽⁴⁾		08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock	31,367 ⁽⁴⁾	\$0.0 ⁽³⁾	31,367 ⁽⁴⁾	D	

Explanation of Responses:

- Options vest over three years, 33.3% per year beginning in year shown.
- Vesting of incentive stock rights.
- Not Applicable
- 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

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

* 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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