
**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 7, 2011

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
P. O. Box 4505
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. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2011, pursuant to its authority under Registrant's Unfunded Supplemental Executive Retirement Plan ("SERP"), the Compensation Committee of Registrant's Board of Directors authorized the amendment of SERP to freeze, effective January 1, 2013, all future accruals of benefits under SERP. Certain of Registrant's Named Executive Officers participate in SERP. The SERP amendment is filed as an exhibit to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10(g)(5)	Amendment No. 3 dated December 7, 2011 to 2007 Amendment and Restatement of Registrant's Unfunded Supplemental Executive Retirement Plan.

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.

XEROX CORPORATION

By: _____ /s/ Don H. Liu
Don H. Liu
Senior Vice President and Secretary

Date: December 7, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10(g)(5)	Amendment No. 3 dated December 7, 2011 to 2007 Amendment and Restatement of Registrant's Unfunded Supplemental Executive Retirement Plan.

**AMENDMENT NO. 3
TO THE
2007 AMENDMENT AND RESTATEMENT
OF THE
XEROX CORPORATION
UNFUNDED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN**

W I T N E S S E T H:

WHEREAS, Xerox Corporation (the "Company") has established the Xerox Corporation Unfunded Supplemental Executive Retirement Plan, which is presently set forth in the "2007 Amendment and Restatement of the Xerox Corporation Unfunded Supplemental Executive Retirement Plan," as amended by Amendment to Certain Deferred Compensation Plans Maintained by Xerox Corporation, dated as of December 4, 2007, and Amendment Nos. 1 and 2 (the "Plan"), and

WHEREAS, the Company desires to amend the Plan,

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Section 6 shall be amended by adding at the end thereof new Subsection (G), which shall read in its entirety as follows:

“(G) Notwithstanding any other provision of this Plan (including but not limited to Section 8), no benefits may be earned under this Plan after December 31, 2012, and no benefit may be based on compensation earned or services performed after December 31, 2012.”

The foregoing amendment is effective as of the date stated herein. In all other respects, the Plan remains unchanged.

IN WITNESS WHEREOF, the Company has caused this Amendment to be signed as of this 7th day of December, 2011.

XEROX CORPORATION

By: /s/ Thomas J. Maddison
Vice President