FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or S	Section	n 30(h)	of the I	nvestme	nt Con	npany Act	of 1940							
1. Name and Address of Reporting Person* KRONGARD CHERYL GORDON				2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]								(Che	ck all app	all applicable)				
ER AVEN	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/13/2017								-		Officer (give title below)		Other (specify below)		
LK CI				4. If	Amer	ndment,	Date o	f Origina	Filed	(Month/Da	y/Year)	Line) 【 Forn Forn	n filed by One n filed by Mor	e Reporting	Person	
	Tabl	e I - Nor	n-Deriva	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or l	Bene	ficiall	y Own	ed			
Date			ay/Year) Execution		xecution any	ecution Date, iny		Code (Instr.		Disposed Of (D) (Instr. 3, 2			Secur Benef Owned Repor	ities icially d Following ted	Form: Direc	t of l ct Be Ow	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	٧	Amount	(A (D) or)	Price		Transaction(s) (Instr. 3 and 4)			
Deferred Stock Units ⁽¹⁾ 01/13/				2017	.7 A 12,803 A \$7.03 12,803		2,803	D										
	Та													Owned				
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Date Exercisable

Expiration Date

Explanation of Responses:

1. Each DSU represent the right to receive one share of common stock upon the reporting person's termination of service as a director.

Karen Boyle, Attorney in Fact 01/18/2017

** Signature of Reporting Person

of Shares

Title

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).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

(D)

Xerox Corp

Power of Attorney for Executing Forms 3, 4 and 5

Know all men by these presents, that the undersigned, director or officer, or both, of Xerox Corp, hereby constitutes and appoints each of Karen Boyle, Douglas H. Marshall, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Xerox Corp (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Xerox Corp unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 22nd day of December, 2016

/s/ Cheryl Krongard

Cheryl Krongard