

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Mancini Joseph H.</u>			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) <u>VP & Chief Accounting Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>201 MERRITT 7</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWALK CT 06851</u>								
(City) (State) (Zip)								

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			
Restricted Stock Units	07/01/2019		M		2,102	D	\$36.24	11,242 ⁽¹⁾	I	Spouse
Common Stock	07/01/2019		M		2,102 ⁽²⁾	A	\$36.24	15,963 ⁽¹⁾	I	Spouse
Common Stock	07/01/2019		F		659 ⁽³⁾	D	\$36.24	15,304	I	Spouse
Common Stock	07/01/2019		M		1,954 ⁽⁴⁾	A	\$36.24	17,258	I	Spouse
Common Stock	07/01/2019		F		607 ⁽⁵⁾	D	\$36.24	16,651	I	Spouse
Common Stock								38,178	D	
Restricted Stock Units								27,995	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
XSIP - Spouse	\$0	07/01/2019		M			1,954	(6)	(6)	Common Stock	1,954	\$0	0	D	
Stock Options	\$27.98							(7)	04/06/2028	Common Stock	4,391		4,391	I	Spouse
Stock Options	\$27.98							(7)	04/06/2028	Common Stock	12,349		12,349	D	

Explanation of Responses:

- Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- Restricted Stock Units vested and converted to shares of Common Stock.
- Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- Performance Shares vesting and converted to shares of Common Stock.
- Shares withheld to pay for taxes on the Performance shares that have vested.
- Not Applicable.
- This award of stock options vests in three installments of 25%, 25% and 50% on the first, second and third anniversaries of the date of grant, April 6, 2018. The first 25% of the stock options vested on April 6, 2019.

/s/ Douglas H. Marshall 07/03/2019

** 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.

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.