

XEROX CORP

Form 4

July 02, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mancini Joseph H.

(Last) (First) (Middle)

45 GLOVER AVENUE, P.O. BOX
4505

(Street)

NORWALK, CT 06856-4505

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

XEROX CORP [XRX]

3. Date of Earliest Transaction
(Month/Day/Year)

07/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Common Stock	07/01/2014		M	(A) or (D) Amount (1) 7,134	Price (2) 68,817	D	
Common Stock	07/01/2014		F	(3) 2,430	\$ 12.38 66,387	D	
Common Stock	07/01/2014		A	(4) 14,024	\$ 12.38 80,411	D	
Common Stock	07/01/2014		F	(3) 4,776	\$ 12.38 75,635	D	
Common Stock	07/01/2014		M	(5) 10,271	\$ 12.38 27,693.448	I	Spouse

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Restricted Stock Units	07/01/2014	M	10,271 (5)	D	\$ 12.38	13,978	I	Spouse
Common Stock	07/01/2014	F	3,462 (6)	D	\$ 12.38	24,231.448	I	Spouse

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

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(9-02)

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 Underlying (Instr. 3 and	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Performance Shares	\$ 0 ⁽²⁾	07/01/2014		A	5,930 ⁽⁷⁾		08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock
Performance Shares	\$ 0 ⁽²⁾	07/01/2014		M		7,134 ⁽¹⁾	08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mancini Joseph H. 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	VP & Chief Accounting Officer

Signatures

Karen Boyle, Attorney
in Fact 07/02/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Performance Shares vesting and converted to shares of Common Stock.
- (2) Not Applicable.
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (4) Shares awarded and vesting based on 3 year cumulative performance.
- (5) Restricted Stock Units vested and converted to shares of Common Stock.
- (6) Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- (7) 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 earned date.

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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