XEROX CORP Form 4 January 05, 2017

FORM 4

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

Stock

(Print or Type Responses)

Warren Kevin M (Last) (First) (Middle) 45 GLOVER AVENUE (Street) NORWALK, CT 06850			2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX] 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2017					S. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
								Director 10% OwnerX Officer (give title Other (specify below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)								
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med n Date, if Day/Year)	Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed and 5 (A) or	of (D)	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	01/03/2017			Code V M	Amount 16,901 (1)	(D)	Price \$ 6.89	99,266	D		
Common	01/03/2017			F	7,031	D	\$	92,235	D		

(2)

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

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6.89

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration		7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date		Underlying S
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
				and 5)				
						Date Exercisable	Expiration Date	Title
				C = V	(A) (D)			
				Code V	(A) (D)			
Performance					16,901			Common
	$\$ 0 \frac{(3)}{}$	01/03/2017		M	(1)	08/08/1988 <u>(3)</u>	08/08/1988(3)	
Shares					(1)			Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Warren Kevin M

45 GLOVER AVENUE Executive Vice President

NORWALK, CT 06850

Signatures

Karen Boyle, Attorney o1/05/2017 in Fact

**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) 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.
- (2) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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