

XEROX CORP

Form 4

July 05, 2017

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)

201 MERRITT 7

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

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

XEROX CORP [XRX]

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

06/30/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ 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	06/30/2017		M	(A) or (D) Amount 1,366 (1) Price \$ 28.73	30,101 (2)	D	
Common Stock	06/30/2017		F	(A) or (D) Amount 470 (3) Price \$ 28.73	29,631	D	
Restricted Stock Units	06/30/2017		A	(A) or (D) Amount 3,916 (4) Price \$ 28.73	19,657 (2)	D	
Common Stock	06/30/2017		M	(A) or (D) Amount 2,182 (1) Price \$ 28.73	11,929 (2)	I	Spouse
Common Stock	06/30/2017		F	(A) or (D) Amount 750 (3) Price \$ 28.73	11,179	I	Spouse

Restricted Stock Units	06/30/2017	A	3,307 (4)	A	\$ 28.73	5,409 ⁽²⁾	I	Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Title
Performance Shares	\$ 0 ⁽⁵⁾	06/30/2017		M		1,366 ₍₁₎	08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾	Common Stock
XSIP - Spouse	\$ 0 ⁽⁵⁾	06/30/2017		M		2,182 ₍₁₎	08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mancini Joseph H. 201 MERRITT 7 NORWALK, CT 06851			VP & Chief Accounting Officer	

Signatures

Karen Boyle, Attorney
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) Performance Shares vested and converted to shares of Common Stock.

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- (2) On June 14, 2017, Xerox Corporation effected a 1-for-4 reverse stock split of its Common Stock. The amount of securities reported in this Form 4 has been adjusted to reflect the reverse stock split.
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (4) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.
- (5) 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.

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