

Mancini Joseph H.
Form 4
January 16, 2019

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

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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)

01/14/2019

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 Ownership (Instr. 4)
Restricted Stock Units	01/14/2019		A	5,110 (1)	A \$ 0 25,978	D	
Restricted Stock Units	01/14/2019		A	1,817 (1)	A \$ 0 8,656	I	Spouse
Restricted Stock Units	01/14/2019		A	8,072 (2)	A \$ 0 34,050	D	
Restricted Stock Units	01/14/2019		A	5,045 (2)	A \$ 0 12,837	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

/s/ Douglas H. Marshall 01/16/2019

__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) On April 6, 2018, the Compensation Committee of the Board of Directors (the "Committee") granted 2018 performance share awards under the Issuer's E-LTIP program. Because of the then-pending Fujifilm transaction and other factors, the Committee determined to establish performance goals for 2018 for one-third of the awarded target shares but to defer establishing vesting conditions for the balance of the awards until a later date. The Committee has determined that, effective January 14, 2019, the balance of the awards will be subject to service-based vesting conditions and will pay out at target. The serviced-based portion of the awards are being reported on this Form 4. These awards will vest in full on April 6, 2021.

(2) This award of restricted stock units vests in three installments of 25%, 25% and 50% on the first, second and third anniversaries of the date of grant, January 14, 2019.

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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