

MOTRONI HECTOR J
 Form 4/A
 December 30, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOTRONI HECTOR J

(Last) (First) (Middle)
 800 LONG RIDGE ROAD, P. O.
 BOX 1600
 (Street)

STAMFORD, CT 06904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XEROX CORP [XRX]

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2005

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/02/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/31/2005		F	18,853 (5) \$ 13.31	157,833.7078	D	
Common Stock					117,593.7078 (6)	D	
Common Stock					5,046.14	I	Employee Stock Ownership Plan
Incentive Stock Rights					30,667	D	

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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)	Amount of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities
Stock Options	\$ 4.75	10/31/2005		M ⁽⁴⁾	81,000	01/01/2001 ⁽²⁾	12/31/2010	Common Stock	81,000
Stock Options	\$ 7.885					01/01/2003 ⁽²⁾	12/31/2012	Common Stock	12,000
Stock Options	\$ 10.365					01/01/2002 ⁽²⁾	12/31/2011	Common Stock	12,000
Stock Options	\$ 21.7812					01/01/2005	12/31/2009	Common Stock	50,000
Stock Options	\$ 36.7032					01/01/1999	12/31/2005	Common Stock	47,000
Stock Options	\$ 46.875					01/01/1999	12/31/2008	Common Stock	20,000
Stock Options	\$ 47.5					03/01/2003	12/31/2009	Common Stock	8,000
Stock Options	\$ 54.8594					01/01/2000	12/31/2008	Common Stock	57,000
Stock Options	\$ 59.4375					01/01/2000	12/31/2006	Common Stock	1,000
Deferred Comp. ⁽¹⁾	\$ 0					08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	\$ 0
Stock Option	\$ 13.685					01/01/2005 ⁽²⁾	12/31/2011	Common Stock	77,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

