

ZIMMERMAN LAWRENCE A

Form 5

January 31, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ZIMMERMAN LAWRENCE A

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O.
BOX 1600

(Street)

2. Issuer Name and Ticker or Trading
Symbol
XEROX CORP [XRX]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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)

Senior Vice President and CFO

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06904

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2005	Â	J ⁽²⁾	24,666 A	\$ 0 (3)	158,808 D	Â
Common Stock	01/03/2005	Â	F ⁽²⁾	8,078 D	\$ 0 (3)	150,730 D	Â
Common Stock	Â	Â	Â	Â Â Â	5,000	I	Spouse
Common Stock	Â	Â	Â	Â Â Â	4,000	I	Custodian/Trustee for Grandchildren

Edgar Filing: ZIMMERMAN LAWRENCE A - Form 5

Common Stock	Â	Â	Â	Â	Â	Â	4.019	I	Employee Stock Ownership Plan
Incentive Stock Rights	01/03/2005	Â	J ⁽²⁾	24,666	D	\$ 0 (3)	49,334	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option	\$ 7.885	Â	Â	Â	Â Â	01/01/2004 ⁽¹⁾ 12/31/2012	Common Stock 187,000
Stock Option	\$ 8.975	Â	Â	Â	Â Â	01/01/2003 ⁽¹⁾ 12/31/2011	Common Stock 121,500
Stock Option	\$ 8.975	Â	Â	Â	Â Â	01/01/2005 ⁽¹⁾ 12/31/2011	Common Stock 150,000
Stock Option	\$ 13.685	Â	Â	Â	Â Â	01/01/2005 ⁽¹⁾ 12/31/2011	Common Stock 122,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZIMMERMAN LAWRENCE A 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	Â Â Â Senior Vice President and CFO Â

Signatures

K. W. Fizer,
Attorney-In-Fact 01/31/2006

____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) Options vest over three years, 33.3% per year beginning in year shown.

(2) Vesting of incentive stock rights.

(3) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.