

JORDAN VERNON E JR

Form 4

January 19, 2005

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 *
JORDAN VERNON E JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2005

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

STAMFORD 06904

(City) (State) (Zip)

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (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					40,019.4899	D	
Deferred Stock Unit	01/14/2005		A ⁽⁵⁾	2,253	A \$ 16.09	7,626	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title Amount or Number of Shares
				Code V (A) (D)			
Stock Option	\$ 10.5					01/01/2004 ⁽¹⁾ 05/15/2013	Common Stock 5,000
Stock Option	\$ 6.8					01/01/2003 ⁽¹⁾ 09/09/2012	Common Stock 5,000
Stock Option	\$ 9.25					01/01/2002 ⁽¹⁾ 08/28/2011	Common Stock 5,000
Stock Option	\$ 26.5625					01/01/1997 ⁽²⁾ 05/22/2006	Common Stock 5,000
Stock Option	\$ 27					01/01/2001 ⁽¹⁾ 05/18/2010	Common Stock 5,000
Stock Option	\$ 32.1563					01/01/1998 ⁽²⁾ 05/14/2007	Common Stock 5,000
Stock Option	\$ 54.2188					01/01/1999 ⁽¹⁾ 05/22/2006	Common Stock 5,000
Stock Option	\$ 60.4375					01/01/2000 ⁽¹⁾ 05/20/2009	Common Stock 5,000
Deferred Comp.	\$ 0 ⁽³⁾					08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾	Common Stock \$ 0 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JORDAN VERNON E JR 800 LONG RIDGE ROAD P. O. 1600 STAMFORD 06904	X			

Signatures

K. W. Fizer,
Attorney-In-Fact

01/19/2005

__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) Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- (3) Not Applicable
- (4) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- (5) Deferred Stock Unit issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan

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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