XEROX CORP
Form 4
July 06, 2015

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mancini Joseph H.

(Last) (First) (Middle)

45 GLOVER AVENUE, P.O. BOX 4505

(Street)

NORWALK, CT 06856-4505

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/01/2015 | | M | | 11,860 (1) | A | $ 10.68 | 95,299 | D | |
| Common Stock | 07/01/2015 | | F | | 3,830 (2) | D | $ 10.68 | 91,469 | D | |
| Common Stock | 07/01/2015 | | A | | 21,780 (3) | A | $ 10.68 | 113,249 | D | |
| Common Stock | 07/01/2015 | | F | | 7,417 (2) | D | $ 10.68 | 105,832 | D | |
| Restricted Stock Units | 07/01/2015 | | M | | 13,978 (4) | D | $ 10.68 | 0 | I | Spouse |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 07/01/2015 | M | 13,978 (4) | A | $ 10.68 | 38,209.448 | I | Spouse |
| Common Stock | 07/01/2015 | F | 4,742 (5) | D | $ 10.68 | 33,467.448 | I | Spouse |

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

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SEC 1474 (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 A Underlying Se (Instr. 3 and 4 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares | $ 0 | 07/01/2015 | | M | | | 11,860 (1) | 08/08/1988 (6) | 08/08/1988 (6) | Common Stock |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Mancini Joseph H.<br>45 GLOVER AVENUE<br>P.O. BOX 4505<br>NORWALK, CT 06856-4505 | | | VP & Chief Accounting Officer | |

# Signatures

| | |
|---|---|
| Karen Boyle, Attorney in Fact | 07/06/2015 |
| **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.

**(2)** Shares withheld to pay for taxes on the Performance Shares that have vested.

**(3)** Shares awarded and vesting based on 3 year cummulative performance.

**(4)** Restricted Stock Units vested and converted to shares of Common Stock.

**(5)** Shares withheld to pay for taxes on Restricted Stock Units that have vested.

**(6)** 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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