### Edgar Filing: BURNS URSULA M - Form 4

BURNS URSULA Form 4	AM										
January 05, 2010									PPROVAL		
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5	IENT OF	CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per						
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the H	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> BURNS URSULA M			Symbol	er Name <b>an</b> o ICAN EX		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (	(First) (N	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
XEROX CORPO LINDEN OAKS		70	(Month/I 12/31/2	Day/Year) 2009			X Director Officer (give below)		% Owner her (specify		
,	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
ROCHESTER, N	NY 14625						Person	More than One R	eporting		
(City) (	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ansaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (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)		
Damin dam Dama et an		f h . 1.									
Reminder: Report on	a separate line	ior each cla	ISS OF SEC	unnes bene	Perso inforn requir	ns who res nation cont red to response anys a current	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Iı
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units	<u>(1)</u>	12/31/2009		А		549.43 (2)		(3)	(3)	Common Stock	549.43	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
BURNS URSULA M XEROX CORPORATION 70 LINDEN OAKS DRIVE ROCHESTER, NY 14625	Х						
Signatures							
/s/ Michael G. Kuchs, attorney-in-fact		01/05/20	10				

\*\*Signature of Reporting Person

### **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).

Date

- (1) The Share Equivalent Units convert into common stock on a one-for-one basis.
- (2) The reported Share Equivalent Units were acquired pursuant to the Directors' Deferred Compensation Plan and will be settled in cash following termination of service as a Director.
- (3) The Share Equivalent Units are convertible immediately and have no expiration date.
- (4) Includes Share Equivalent Units acquired pursuant to a dividend reinvestment feature of the Directors' Deferred Compensation Plan and/or the 2003 Share Equivalent Unit Plan for Directors.

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