

MOTRONI HECTOR J  
 Form 4/A  
 December 30, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(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  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

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)
Common Stock	10/31/2005		F	(A) or (D) D	\$ 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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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 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 <sup>(4)</sup>	81,000	01/01/2001 <sup>(2)</sup>	12/31/2010	Common Stock	81,000
Stock Options	\$ 7.885					01/01/2003 <sup>(2)</sup>	12/31/2012	Common Stock	121,000
Stock Options	\$ 10.365					01/01/2002 <sup>(2)</sup>	12/31/2011	Common Stock	121,000
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. <sup>(1)</sup>	\$ 0					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	\$ 0
Stock Option	\$ 13.685					01/01/2005 <sup>(2)</sup>	12/31/2011	Common Stock	77,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

MOTRONI HECTOR J  
800 LONG RIDGE ROAD  
P. O. BOX 1600  
STAMFORD, CT 06904

Senior Vice President

## Signatures

K. W. Fizer,  
Attorney-In-Fact

12/30/2005

\_\_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) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- (2) Options vest over three years, 33.3% per year beginning in year shown.
- (3) Not Applicable
- (4) Stock options were exercised by a stock swap using the attestation method
- (5) To correct typographical error in transaction previously reported 10/31/05 as 18,553 which should have been reported as 18,853
- (6) To correct discrepancy in ending balance for common stock directly held caused by reporting error of 300 shares as described in footnote #5

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.