

DOHERTY JOSEPH P JR
 Form 4
 February 08, 2010

FORM 4

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

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).

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 *
 DOHERTY JOSEPH P JR

2. Issuer Name and Ticker or Trading Symbol
 AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 8260 WILLOW OAKS CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2010

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Executive Vice President

FAIRFAX, VA 22031

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

(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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock \$0.01 par value	02/05/2010		M	A	\$ 100,000	100,000	D
Class A Common Stock \$0.01 par value	02/05/2010		S	D	0	0	D

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- These options vest and become exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and
- (2) become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

Originally, these options vested and became exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. Pursuant to the Agreement and Plan of Merger, dated as of September 27, 2009, as amended by Amendment No. 1 to the

- (3) Agreement and Plan of Merger dated as of December 13, 2009, among Xerox Corporation ("Xerox"), Boulder Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of Xerox, and Affiliated Computer Services, Inc., the vesting of stock options is accelerated so that all stock option grants granted prior to August 20, 2009 are 100% vested. The date of grant is 10 years prior to the stated expiration date.

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.