

AFFILIATED COMPUTER SERVICES INC
 Form 4
 February 09, 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 *
 DEASON DARWIN

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)
 2828 N. HASKELL AVENUE
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board / See Remarks

DALLAS, TX 75204

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock \$0.01 par value	02/05/2010		D		2,132,894	D	(1) 0
Class B Common Stock \$0.01 par value	02/05/2010		D		6,599,372	D	(2) 0
Class A Common	02/05/2010		D		7,470	D	(3) 0
						I	ESP PLAN

Stock
\$0.01 par
value

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 37.57	02/05/2010		D	600,000	<u>(4)</u> 07/23/2012	Class A Common	600,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEASON DARWIN 2828 N. HASKELL AVENUE DALLAS, TX 75204	X		Chairman of the Board	See Remarks

Signatures

/s/ Tas Panos,
attorney-in-fact

02/09/2010

__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).

Disposed of pursuant to merger agreement among issuer, Boulder Acquisition Corp and Xerox Corporation in exchange for
(1) \$39,671,836.10 and 10,525,831 shares of Xerox common stock having a market value of \$8.65 per share on the effective date of the merger.

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- (2) Disposed of pursuant to merger agreement in exchange for \$122,748,326.29, 32,567,900 shares of Xerox common stock having a market value of \$8.65 per share on the effective date of the merger and 300,000 shares of Xerox Series A Convertible Preferred Stock.
- (3) Disposed of pursuant to merger agreement in exchange for \$138,945.89 and 36,864 shares of Xerox common stock having a market value of \$8.65 per share on the effective date of the merger.
- (4) This option was assumed by Xerox in the merger and replaced with an option to purchase 7.085289 shares of Xerox common stock for \$5.30 per share.

Remarks:

The reporting person owns less than 10% of the registered shares of the Issuer, but owns more than 10% of the total voting power.

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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