

XEROX CORP  
Form 8-K  
December 08, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): December 8, 2010**

**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**001-04471**  
(Commission File Number)  
  
**45 Glover Avenue**

**16-0468020**  
(IRS Employer  
Identification No.)

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Norwalk, Connecticut 06856-4505

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Election of Directors**

(d) Election of Directors

On December 8, 2010, Registrant's Board of Directors elected Robert J. Keegan to serve on Registrant's Board of Directors effective immediately. Mr. Keegan will be appointed to the Compensation Committee. A copy of the Press Release relating to this announcement is being furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Registrant dated December 8, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: December 8, 2010

**XEROX CORPORATION**

By:                   /s/ DON H. LIU  
                          **Don H. Liu**  
                          **Senior Vice President, General Counsel and**  
                          **Secretary**

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release of Registrant dated December 8, 2010
	center> Â Stock Options (Right to buy) \$ 11.01 Â Â Â Â Â 07/01/200505/06/2014 Common Stock
	6,669
	Â 6,669
	D
	Â Stock Options (Right to buy) \$ 14.09 Â Â Â Â Â 07/01/200502/13/2010 Common Stock
	6,113
	Â 6,113
	D
	Â Stock Options (Right to buy) \$ 14.4 Â Â Â Â Â 07/01/200505/03/2011 Common Stock
	6,113
	Â 6,113
	D

Â

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWNOVER JAMES W 199 BENSON ROAD MIDDLEBURY,Â CTÂ 06749	Â X	Â	Â	Â

**Signatures**

James W. Crownover	01/17/2006
**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) These shares were acquired during fiscal year pursuant to the Restricted Stock Account Plan and through reinvestment of dividends paid on these shares in this fund.

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