

Allen Quincy L  
 Form 3/A  
 February 05, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Allen Quincy L		(Month/Day/Year)	XEROX CORP [XRX]	
(Last)	(First)	(Middle)	05/24/2007	
45 GLOVER AVENUE, P.O. BOX 4505			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NORWALK, CT 06856-4505			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Vice President	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			06/11/2007	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form:
(Instr. 4)		(Instr. 4)		Direct (D) or Indirect (I)
Xerox Stock Fund		17,836.1734 <sup>(2)</sup>		(Instr. 5)
				4. Nature of Indirect Beneficial Ownership (Instr. 5)
				Xerox Stock Fund <sup>(1)</sup>

**Table I - Non-Derivative Securities Beneficially Owned**

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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