

DE LIMA ARMANDO ZAGALO  
 Form 5  
 January 31, 2006

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 DE LIMA ARMANDO ZAGALO

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O. BOX 1600

(Street)

STAMFORD, CT, CT 06904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 XEROX CORP [XRX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	01/01/2004 <sup>(4)</sup>	^	J <sup>(4)</sup>	(A)	2,000 <u>(4)</u>	\$ 0 <u>(3)</u>	59,855 D ^
Common Stock	01/03/2005	^	J <sup>(2)</sup>	(A)	12,333	\$ 0 <u>(3)</u>	72,188 D ^
Common Stock	01/03/2005	^	F <sup>(2)</sup>	(D)	4,934	\$ 0 <u>(3)</u>	67,254 D ^
Incentive Stock	01/03/2005	^	J <sup>(2)</sup>	(D)	12,333	\$ 0 <u>(3)</u>	24,667 D ^

Rights

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

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SEC 2270  
(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 21.7812	Â	Â	Â	Â	Â	01/01/2005 <sup>(1)</sup>	12/31/2009	Common Stock	20,000
Stock Option	\$ 4.75	Â	Â	Â	Â	Â	01/01/2002 <sup>(1)</sup>	12/31/2010	Common Stock	60,800
Stock Option	\$ 10.365	Â	Â	Â	Â	Â	01/01/2003 <sup>(1)</sup>	12/31/2011	Common Stock	74,800
Stock Option	\$ 7.885	Â	Â	Â	Â	Â	01/01/2004 <sup>(1)</sup>	12/31/2012	Common Stock	121,500
Stock Option	\$ 5.14	Â	Â	Â	Â	Â	10/14/2007	12/31/2011	Common Stock	50,000
Stock Option	\$ 13.685	Â	Â	Â	Â	Â	01/01/2005 <sup>(1)</sup>	12/31/2011	Common Stock	61,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE LIMA ARMANDO ZAGALO 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT,Â CTÂ 06904	Â	Â	Â Vice President	Â

## Signatures

K.W. Fizer,  
Attorney-In-Fact

01/31/2006

\_\_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) Options vest over three years, 33.3% per year beginning in year shown.

(2) Vesting of incentive stock rights.

(3) Not Applicable

(4) These shares were owned prior to 01/01/2004 and should have been included on initial statement of beneficial ownership of securities (Form 3) filed 01/06/2004

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.