McConnell Sarah H Form 4 April 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

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burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

McConnell Sarah H		Symbol XEROX CORP [XRX]					Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable)				
(Last) (First) (Middle) 201 MERRITT 7 (Street) NORWALK, CT 06851 (City) (State) (Zip) 1.Title of 2. Transaction Date Security (Month/Day/Year) Execution any			04/01/2018				Director 10% Owner X Officer (give title Other (specify below) below) EVP, Gen. Counsel & Corp. Sec.				
		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
NORWALK	C, CT 06851		Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Security	any		emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	saction(A) or Disposed of (D) e (Instr. 3, 4 and 5) Be tr. 8) Ov Fo (A) Tra		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
	04/01/2018			M	22,820 (1) (2)	D	\$ 28.78 (3)	60,832	D		
Common Stock	04/01/2018			M	22,820	A	\$ 28.78 (3)	22,820	D		
Common Stock	04/01/2018			F	7,135 (4)	D	\$ 28.78	15,685	D		

(3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

McConnell Sarah H **201 MERRITT 7** NORWALK, CT 06851

EVP, Gen. Counsel & Corp. Sec.

Signatures

Karen Boyle, Attorney 04/03/2018 in Fact

**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 restricted stock units may have different vesting and distribution dates.
- This award of restricted stock units vests in three installments of 40%, 50% and 10% on the first, second and third anniversaries of the **(2)** date of grant, April 1, 2017.
- (3) FMV price is based on the last business day closing price prior to vesting.
- (4) Shares withheld to pay for taxes on restricted shares that have vested.

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.

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