

XEROX CORP  
Form S-8 POS  
May 26, 2005

As filed with the Securities and Exchange Commission on May 25, 2005

Registration No. 333-22313

Registration No. 33-44314

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

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**POST- EFFECTIVE AMENDMENTS**  
**TO FORM S-8**  
**REGISTRATION STATEMENTS**

*Under*  
*THE SECURITIES ACT OF 1933*

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**XEROX CORPORATION**

(Exact name of Registrant as specified in its charter)

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

800 Long Ridge Road  
P.O. Box 1600

16-0468020  
(I.R.S. Employer  
Identification No.)

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**Stamford, Connecticut 06904-1600**

(Address of Principal Executive Offices) (Zip Code)

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**Xerox Corporation 1991 Long-Term Incentive Plan**

(Full Title of the Plan)

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**Samuel K. Lee, Esq.**

**Associate General Counsel, Corporate, Finance and Ventures**

**Xerox Corporation**

**800 Long Ridge Road P.O. Box 1600**

**Stamford, Connecticut 06904-1600**

(Name and Address of Agent for Service)

**(203) 968-3000**

(Telephone Number, Including Area Code, of Agent for Service)

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**DEREGISTRATION OF SECURITIES**

On May 20, 2004, the shareholders of Xerox Corporation (the Registrant ) voted to approve for adoption the Xerox Corporation 2004 Performance Incentive Plan (the 2004 Plan ) to replace, among other plans, the Xerox Corporation 1991 Long-Term Incentive Plan (the Predecessor Plan ). This Post-Effective Amendment No. 3 to Registrant s Registration Statement No. 33-44314 on Form S-8 filed with the Securities and Exchange Commission on December 5, 1991 (the 1991 Registration Statement ) and Post-Effective Amendment No. 2 to Registrant s Registration Statement No. 333-22313 on Form S-8 filed with the Securities and Exchange Commission on February 25, 1997 (the 1997 Registration Statement ) are filed to deregister an aggregate of 12,586,936 shares previously registered that remained available for issuance under the Predecessor Plan prior to the approval of the 2004 Plan. The 12,586,936 shares deregistered by these Post-Effective Amendments will be registered on a contemporaneously filed registration statement on Form S-8 for the 2004 Plan. Each of the 1991 and 1997 Registration Statements will remain in effect to cover the potential exercise of any outstanding options or awards previously granted under the Predecessor Plan.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(24)(a)	Certified Resolutions of the Board of Directors of Xerox Corporation.*
(24)(b)	Powers of Attorney for Xerox Corporation.*

\* Filed herewith.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut on the 25th day of May, 2005.

XEROX CORPORATION

By: \_\_\_\_\_ \*

**Anne M. Mulcahy**

**Chairman of the Board and**

**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities indicated on the 25th day of May, 2005.

<u>Name</u>	<u>Capacities</u>
* _____ <b>Anne M. Mulcahy</b> *	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
* _____ <b>Lawrence A. Zimmerman</b> *	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ <b>Gary R. Kabureck</b> *	Vice President and Chief Accounting Officer (Principal Accounting Officer)
* _____ <b>Glenn A. Britt</b> *	Director
* _____ <b>Richard J. Harrington</b> *	Director
* _____ <b>William Curt Hunter</b> *	Director
* _____ <b>Vernon E. Jordan, Jr.</b> *	Director
* _____ <b>Ralph S. Larsen</b> *	Director
* _____ <b>N. J. Nicholas, Jr.</b> *	

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Director

**Ann N. Reese**

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Director

**Stephen Robert**

\*By: /s/ SAMUEL K. LEE

**Samuel K. Lee**

**Attorney-in-Fact**