

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Lesko James H</u>  (Last) (First) (Middle) C/O XEROX CORPORATION P.O. BOX 1600 / 800 LONG RIDGE ROAD  (Street) STAMFORD CT 06904-1600  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [ XRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Incentive Stock Rights								18,667	D	
Common Stock								5,447.37	I	Employee Stock Ownership Plan
Common Stock	02/04/2005		M		5,000	A	\$0 <sup>(3)</sup>	13,020	D	
Common Stock	02/04/2005		S		700	D	\$15.51	12,320	D	
Common Stock	02/04/2005		S		3,100	D	\$15.52	9,220	D	
Common Stock	02/04/2005		S		200	D	\$15.53	9,020	D	
Common Stock	02/04/2005		S		1,000	D	\$15.55	8,020	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$36.7032							01/01/1999 <sup>(1)</sup>	12/31/2005	Common Stock	52,066	52,066	D	
Stock Option	\$46.875							01/01/1999 <sup>(2)</sup>	12/31/2008	Common Stock	22,314	22,314	D	
Stock Option	\$59.4375							01/01/2000 <sup>(2)</sup>	12/31/2006	Common Stock	1,104	1,104	D	
Stock Option	\$47.5							03/01/2003	12/31/2009	Common Stock	7,032	7,032	D	
Stock Option	\$21.7812							01/01/2005	12/31/2009	Common Stock	30,000	30,000	D	
Stock Option	\$4.75	02/04/2005		M		5,000		01/01/2002 <sup>(2)</sup>	12/31/2010	Common Stock	5,000	\$0 <sup>(3)</sup>	0	D
Stock Option	\$10.365							01/01/2003 <sup>(2)</sup>	12/31/2011	Common Stock	93,500	93,500	D	
Stock Option	\$7.885							01/01/2004 <sup>(2)</sup>	12/31/2012	Common Stock	93,500	93,500	D	
Stock Option	\$13.685							01/01/2005 <sup>(2)</sup>	12/31/2011	Common Stock	46,000	46,000	D	

**Explanation of Responses:**

- 1. Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- 2. Options vest over three years, 33.3% per year beginning in year shown.

3. Not Applicable

K. W. Fizer, Attorney-in-Fact    02/08/2005

\*\* Signature of Reporting Person    Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**