

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported):
May 20, 1998

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation)	1-4471 (Commission File Number)	16-0468020 (IRS Employer Identification No.)
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800 Long Ridge Road
P. O. Box 1600
Stamford, Connecticut 06904-1600
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code:
(203) 968-3000

This document consists of 2 pages.

Item 5. Other Events

On May 20, 1998, Registrant completed the previously announced \$415 million acquisition of XLConnect, Inc., a leading information technology services company, and its parent company, Intelligent Electronics, Inc. The organization will operate as a wholly-owned subsidiary of Registrant under a new name, "Xerox Connect, Inc.", and will reside within the Xerox Document Services Group.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this report to be signed on its behalf by the undersigned duly authorized.

XEROX CORPORATION

By: MARTIN S. WAGNER
Assistant Secretary

Dated: May 21, 1998

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