

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	
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1. Name and Address of Reporting Person * <u>MACDONALD MICHAEL C</u> (Last) (First) (Middle) 800 LONG RIDGE ROAD P. O. BOX 1600 (Street) STAMFORD CT 06904 (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) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2003	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2003		s		30,000	D	\$10.59	32,566	D	
Common Stock								45	I	children
Incentive Stock Rights								40,000	D	
Xerox Stock Fund								9,461.6495	I	Xerox Stock Fund

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					
Common Stock	\$4.75							01/01/2002 ⁽⁴⁾	12/31/2010	Common Stock	(2)	93,500	D	
Common Stock	\$5.14							10/14/2007	12/31/2011	Common Stock	(2)	50,000	D	
Common Stock	\$7.885							01/01/2004 ⁽⁴⁾	12/31/2012	Common Stock	(2)	149,600	D	
Common Stock	\$10.365							01/01/2003 ⁽⁴⁾	12/31/2011	Common Stock	(2)	93,500	D	
Common Stock	\$21.7812							01/01/2005 ⁽⁴⁾	12/31/2009	Common Stock	(2)	30,000	D	
Common Stock	\$36.7032							01/01/1999 ⁽³⁾	12/31/2005	Common Stock	(2)	36,054	D	
Common Stock	\$46.875							01/01/1999 ⁽⁴⁾	12/31/2008	Common Stock	(2)	17,166	D	
Common Stock	\$47.5							03/01/2003	12/31/2009	Common Stock	(2)	6,282	D	
Common Stock	\$59.4375							01/01/2000 ⁽⁴⁾	12/31/2006	Common Stock	(2)	1,184	D	
Deferred Comp	(1)							(1)	(1)	Common Stock	(2)	\$58,628	D	

Explanation of Responses:

1. Not Applicable
2. This is a total row. Information requested is not applicable.
3. Options vest over three years, 33%, 33%, 34%, beginning in year shown.
4. Options vest over three years, 33.3% per year beginning in year shown.

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.