

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>MULCAHY ANNE M</b> <hr/> (Last) (First) (Middle) <b>800 LONG RIDGE ROAD</b> <b>P. O. BOX 1600</b> <hr/> (Street) <b>STAMFORD CT 06904</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>XEROX CORP [ XRX ]</b> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2004</b> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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) <b>Chairman and CEO</b>		
			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2004		J <sup>(1)</sup>		250,000	A	\$0.0 <sup>(6)</sup>	747,470	D	
Common Stock	01/02/2004		F <sup>(1)</sup>		79,024	D	\$0.0 <sup>(6)</sup>	668,446	D	
Incentive Stock Rights	01/02/2004		A <sup>(2)(8)</sup>		366,000	A	\$0.00 <sup>(6)</sup>	625,440	D	
Incentive Stock Rights	01/02/2004		J <sup>(1)</sup>		250,000	D	\$0.0 <sup>(6)</sup>	375,440	D	
Xerox Stock Fund								13,300.425 <sup>(3)</sup>	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	Title	Amount or Number of Shares				
Stock Option	\$4.75							01/01/2002 <sup>(4)</sup>	12/31/2010	Common Stock	934,600		934,600	D	
Stock Option	\$7.885							01/01/2004 <sup>(4)</sup>	12/31/2012	Common Stock	934,600		934,600	D	
Stock Option	\$9.25							01/01/2004	08/28/2011	Common Stock	1,000,000		1,000,000	D	
Stock Option	\$10.365							01/01/2003 <sup>(4)</sup>	12/31/2011	Common Stock	934,600		934,600	D	
Stock Option	\$21.7812							01/01/2005	12/31/2009	Common Stock	60,000		60,000	D	
Stock Option	\$27							01/01/2001	12/31/2009	Common Stock	250,000		250,000	D	
Stock Option	\$30.9688							01/01/1998 <sup>(5)</sup>	12/31/2004	Common Stock	4,800		4,800	D	
Stock Option	\$36.7032							01/01/1999 <sup>(5)</sup>	12/31/2005	Common Stock	114,436		114,436	D	
Stock Option	\$44.1563							01/01/1999 <sup>(5)</sup>	12/31/2005	Common Stock	3,500		3,500	D	
Stock Option	\$46.875							01/01/1999 <sup>(4)</sup>	12/31/2008	Common Stock	49,044		49,044	D	
Stock Option	\$47.5							03/01/2003	12/31/2009	Common Stock	13,946		13,946	D	
Stock Option	\$59.4375							01/01/2000	12/31/2006	Common Stock	1,382		1,382	D	
Deferred Comp.	\$0.00 <sup>(6)</sup>							08/08/1988 <sup>(6)</sup>	08/08/1988 <sup>(6)</sup>	Common Stock	\$500,000		\$500,000 <sup>(7)</sup>	D	
Stock Option	\$13.685	01/02/2004		A		609,000		01/01/2005 <sup>(4)</sup>	12/31/2011	Common Stock	609,000	\$0.00 <sup>(6)</sup>	609,000	D	

**Explanation of Responses:**

- Vesting of incentive stock rights.
- Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.

3. Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.
4. Options vest over three years, 33.3% per year beginning in year shown.
5. Options vest over three years, 33%, 33%, 34%, beginning in year shown.
6. Not Applicable
7. Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
8. Restricted award vests 100% on 01/01/07. If total revenue for the preceding year increases from the prior year then the vesting will accelerate to 33.3% for each year the revenue goal is accomplished.

K. W. Fizer, Attorney-In-Fact      01/06/2004

\*\* 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.

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