

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):  
October 31, 1996

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 3 pages.

Item 5. Other Events

Reference is made to the first paragraph in Note 10 of the Notes to Consolidated Financial Statements contained in the Form 10-Q of Registrant for the quarterly period ended September 30, 1996 relating to the lawsuit by two independent service organizations. Plaintiffs have filed an Expert Report pursuant to the Rules of the Court in which total damages are alleged to have been \$138,340,297 (before trebling). In the complaint the plaintiffs had alleged damages in excess of \$10 million. The Company denies any wrongdoing, denies the claimed damages and intends to vigorously defend the action.

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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: November 22, 1996

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