
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): December 6, 2004

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.)

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**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events**Xerox Capital Trust II 7¹/₂% Convertible Trust Preferred Securities Redeemed**

On December 6, 2004 Registrant announced that it completed the call for redemption of all issued and outstanding Xerox Capital Trust II 7¹/₂% Convertible Trust Preferred Securities due 2021 (the "Securities"). In lieu of cash redemption, holders of substantially all of the aggregate principal amount of the Securities converted their Securities into shares of common stock of Registrant. Issuance of shares of common stock upon conversion has no impact on diluted earnings per share as they were previously included in Registrant's diluted EPS calculation in accordance with the "if converted" accounting methodology.

Attached as Exhibit A to this Report is a copy of Registrant's press release dated December 6, 2004 regarding redemption of the Securities.

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: /s/ Leslie F. Varon

By: Leslie F. Varon
Vice President and
Secretary

Date: December 6, 2004

EXHIBIT INDEX

Exhibit

Description

A Registrant's press release dated December 6, 2004



Public Relations Offices:

Xerox Square -- 004
100 S. Clinton Ave.
Rochester, NY 14644
585-423-5733

News from Xerox

FOR IMMEDIATE RELEASE

XEROX COMPLETES REDEMPTION OF TRUST PREFERRED SECURITIES

STAMFORD, Conn., Dec. 6, 2004 - Xerox Corporation (NYSE: XRX) completed its optional redemption of Xerox Capital Trust II 7 1/2% Convertible Trust Preferred Securities due 2021. When the redemption was announced last month, 20.7 million trust preferred securities were outstanding with an aggregate principal amount of \$1.035 billion.

In lieu of cash redemption, holders of the securities converted \$1,034,900,000 aggregate principal amount of securities into 113,414,658 shares of Xerox common stock. The remaining \$100,000 of securities were redeemed for cash under the terms of the declaration of trust. As a result of the conversion and redemption, there is no outstanding principal amount of these securities after today.

Issuance of Xerox shares upon conversion has no impact on diluted earnings per share as they were previously included in the company's diluted EPS calculation in accordance with the "if converted" accounting methodology.

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Media Contact:

Christa Carone, Xerox Corporation, 585-423-5074, christa.carone@xerox.com

NOTE TO EDITORS: This release contains forward-looking statements and information relating to Xerox that are based on our beliefs as well as assumptions made by and information currently available to us. The words "anticipate," "believe," "estimate," "expect," "intend," "will" and similar expressions, as they relate to us, are intended to identify forward-looking statements. Actual results could differ materially from those projected in such forward-looking statements. Information concerning certain factors that could cause actual results to differ materially is included in the company's third-quarter 2004 Form10-Q filed with the SEC.