

Prospectus Supplement No. 14
 (To Prospectus Dated August 10, 1998)

\$1,012,198,000
 XEROX CORPORATION
 CONVERTIBLE SUBORDINATED DEBENTURES DUE 2018

The information contained under the heading "Selling Security Holders" in the Prospectus dated August 10, 1998 ("Prospectus") relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 ("Debentures") of Xerox Corporation (the "Company"), and such indeterminate number of shares of Common Stock, par value \$1.00 per share, of the Company as may be issuable upon the conversion of the Debentures, that may be offered and sold from time to time by the several holders thereof is hereby supplemented as follows:

SELLING HOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND THAT MAY BE OFFERED HEREBY	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES PREVIOUSLY SPECIFIED IN THE PROSPECTUS

(In U.S. Dollars)		
Chase Manhattan NA Trustee for IBM Retirement Plan dated 12/18/45 . . .	10,405,000	7,060,000
Bankers Trust Trustee for Chrysler Corp for Emp #1 Pension Plan dated 4/1/89 . . .	6,345,000	4,380,000
Franklin & Marshall College . . .	465,000	310,000
Penn Treaty Network America Insurance Company . . .	400,000	None
State Street Bank Custodian For GE Pension Trust . . .	3,285,000	2,250,000

The date of this Prospectus Supplement is April 1, 1999.