

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

XEROX CORPORATION

(Exact name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0468020
(I.R.S. Employer
Identification No.)

**800 Long Ridge Road
P.O. Box 1600
Stamford, Connecticut 06904-1600**
(Address of Principal Executive Offices) (Zip Code)

**Xerox Corporation Savings Plan
The Savings Plan of Xerox Corporation and
the Xerographic Division, UNITE HERE**
(Full Titles of the Plans)

Samuel K. Lee, Esq.
Associate General Counsel, Corporate, Finance and Ventures
Xerox Corporation
800 Long Ridge Road
P.O. Box 1600
Stamford, Connecticut 06904-1600
(Name and Address of Agent for Service)

(203) 968-3000
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$1.00 per share	3,000,000	\$18.27	\$54,810,000	\$1,683

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Pursuant to Rule 416(b), the number of shares being registered shall be adjusted to include any additional shares of Common Stock that may from time to time be offered or become issuable under the employee benefit plans described herein in connection with, or as a result of, stock splits, stock dividends or similar transactions, which result in an increase in the number of outstanding shares of Common Stock.
- (3) Estimated using the average of the high and low prices for Xerox Corporation Common Stock on the New York Stock Exchange on April 25, 2007 solely for purposes of determining the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act.

INTRODUCTORY STATEMENT

This Registration Statement on Form S-8 is being filed by Xerox Corporation (the "Registrant") for the purpose of registering an additional 3,000,000 shares of the Registrant's common stock, par value \$1.00 per share ("Common Stock"), issued in the Xerox Stock Fund within two 401(k) plans, the Xerox Corporation Savings Plan (formerly the Xerox Corporation Profit Sharing and Savings Plan) and The Savings Plan of Xerox Corporation and the Xerographic Division, UNITE HERE (formerly The Profit Sharing Plan of Xerox Corporation and the Xerographic Division, Union of Needletrades, Industrial and Textile Employees, A.F.L.-C.I.O.-C.L.C.) (collectively, the "Plans"). The issuance of these shares does not impact the Registrant's earnings per share calculation and, therefore, does not have a dilutive effect.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this registration statement the following documents and information heretofore filed with the Commission:

1. Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed with the Commission on February 16, 2007;
2. Xerox Corporation Savings Plan's Annual Report on Form 11-K for the year ended December 31, 2005, filed with the Commission on June 29, 2006;
3. The Savings Plan of Xerox Corporation and the Xerographic Division, UNITE HERE's Annual Report on Form 11-K for the year ended December 31, 2005, filed with the Commission on June 29, 2006;
4. Registrant's Current Reports on Form 8-K filed with the Commission on February 23, 2007, February 26, 2007, April 2, 2007 and April 5, 2007; and
5. Description of Registrant's Common Stock, contained in Amendment No. 5 to Form 8-A filed with the Commission on February 8, 2000.

In addition, all reports (other than portions of Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein) filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock and participation interests offered hereby has been passed upon by Samuel K. Lee, Esq., Associate General Counsel, Corporate, Finance and Ventures, of Xerox Corporation. As of the date of this Registration Statement, Mr. Lee beneficially owns shares of Common Stock and options to purchase shares of Common Stock and is a participant in the Xerox Corporation Savings Plan.

Item 6. Indemnification Of Directors And Officers.

The Registrant, a New York corporation, is empowered by Sections 721-726 of the New York Business Corporation Law, subject to the procedures and limitations therein, to indemnify and hold harmless any director or officer or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions, if any, as are set forth in its Certificate of Incorporation or By-laws.

The Registrant's Certificate of Incorporation does not contain indemnification provisions. Article VIII of the Registrant's By-laws requires the Registrant to indemnify any person made or threatened to be made a party in any civil or criminal action or proceeding, including an action or proceeding by or in the right of the Registrant to procure a judgment in its favor or by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Registrant served in any capacity at the request of the Registrant, by reason of the fact that he, his testator or intestate is or was a director or officer of the Registrant or serves or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be required with respect to any settlement unless the Registrant shall have given its prior approval thereto.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- (3)(a) —Restated Certificate of Incorporation of Xerox Corporation filed with the Department of State of New York on November 7, 2003, as amended by Certificate of Amendment to Certificate of Incorporation filed with the Department of State of New York on August 19, 2004 (incorporated by reference to Exhibit 3(a) to our Annual Report on Form 10-K filed with the SEC on February 22, 2005).
- (3)(b) —By-Laws of Xerox Corporation, as amended through December 10, 2003 (incorporated by reference to Exhibit (4)(a)(2) to Registrant's Form S-3 Registration Statement filed with the SEC on December 30, 2003).
- 5(a) —Opinion of Samuel K. Lee, Esq. as to the validity of the shares of Common Stock and participation interests in the Plans.*
- (23)(a) —Consent of PricewaterhouseCoopers LLP.*
- (23)(b) —Consent of Samuel K. Lee, Esq. (contained in Exhibit 5(a)).
- (24)(a) —Certified Resolutions of the Board of Directors of Xerox Corporation.*
- (24)(b) —Powers of Attorney for Xerox Corporation.*

* Filed herewith.

The Registrant hereby undertakes that it will submit the Plans and any amendments thereto to the Internal Revenue Service (“IRS”) in a timely manner and will make all changes required by the IRS to qualify the Plans.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales of the securities registered hereby are being made, a post-effective amendment to the registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the “Act”); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b), if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement, *provided, however*, that clauses (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut on the 27th day of April, 2007.

XEROX CORPORATION

By: _____
Anne M. Mulcahy
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 27th day of April, 2007.

<u>Name</u>	<u>Capacities</u>
* _____ Anne M. Mulcahy	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
* _____ Lawrence A. Zimmerman	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Gary R. Kabureck	Vice President and Chief Accounting Officer (Principal Accounting Officer)
* _____ Glenn A. Britt	Director
* _____ Ursula M. Burns	Director
* _____ Richard J. Harrington	Director
* _____ William Curt Hunter	Director
* _____ Vernon E. Jordan, Jr.	Director

*

Hilmar Kopper

Director

*

Robert A. McDonald

Director

*

N. J. Nicholas, Jr.

Director

*

Ann N. Reese

Director

*

Mary Agnes Wilderotter

Director

*By:

/s/ Samuel K. Lee

Samuel K. Lee
Attorney-in-Fact

OPINION

Xerox Corporation
800 Long Ridge Road
Stamford, CT 06904-1600

Ladies and Gentlemen:

As Associate General Counsel, Corporate, Finance and Ventures, of Xerox Corporation, a New York corporation (the "Company"), I am familiar with the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on April 27, 2007 (the "Registration Statement"). The Registration Statement relates to the registration under the Securities Act of up to 3,000,000 shares (the "Shares") of common stock of the Company, par value \$1.00 per share (the "Common Stock"), and an indeterminate number of participation interests (the "Participation Interests"), which may be issued pursuant to the Xerox Corporation Savings Plan and The Savings Plan of Xerox Corporation and the Xerographic Division, UNITE HERE (together, as amended or otherwise modified from time to time, the "Plans"). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions set forth herein, either I or other lawyers in the Office of General Counsel of the Company who report directly to me have examined (i) the Registration Statement, (ii) the Plans, (iii) the Company's Restated Certificate of Incorporation and By-laws, each as amended to date, (iv) certain minutes of meetings of the Board of Directors and shareholders of the Company and (v) such other documents and matters of law as have been considered necessary or desirable in rendering the opinions set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such documents. In making my examination of executed documents I have assumed the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that I did not independently establish or verify, I have relied on statements and representations of officers and other representatives of the Company, of public officials and others.

My opinions set forth herein are limited to the laws of the State of New York and the United States of America, in each case that, in my experience, are normally applicable to transactions of the type contemplated by the Registration Statement and to the extent that judicial or regulatory decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined on Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinions herein stated. The Shares and Participation Interests may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the laws and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing, it is my opinion that:

- 1) The Company has been duly incorporated and is validly existing in good standing under the laws of the State of New York.

2) The Shares, when issued and paid for in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and nonassessable, with no personal liability attaching to the holders thereof under the laws of the State of New York.

3) The Participation Interests, when issued in accordance with the terms and conditions of the Plans, will be validly issued.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Samuel K. Lee

Samuel K. Lee

Associate General Counsel,

Corporate, Finance and Ventures

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 2007 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in the 2006 Annual Report to Shareholders, which is incorporated by reference in Xerox Corporation's Annual Report on Form 10-K for the year ended December 31, 2006. We also consent to the incorporation by reference of our report dated February 16, 2007 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K. We also consent to the incorporation by reference in this Registration Statement of our reports dated June 26, 2006 relating to the financial statements, which appear in the Annual Reports of the Xerox Corporation Savings Plan and The Savings Plan of Xerox Corporation and the Xerographic Division, UNITE HERE on Forms 11-K, respectively, for the year ended December 31, 2005.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Stamford, CT

April 27, 2007

CERTIFICATE

I, Samuel K. Lee, Assistant Secretary of Xerox Corporation, a New York Corporation, (the "Company"), DO HEREBY CERTIFY that Exhibit A is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors of the Company duly held and convened on April 15, 2004, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout and that such resolutions have not been modified, rescinded or revoked and are at present in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of April, 2007.

/s/ Samuel K. Lee

Samuel K. Lee

Assistant Secretary, Xerox Corporation

Exhibit A

RESOLVED: that each of the Chairman of the Board, any Vice President, the Treasurer, the Secretary, any Assistant Treasurer and any Assistant Secretary of the Company (each a "proper officer"), with the assistance of the Company's accountants and legal counsel, is hereby authorized to from time to time prepare, execute and file, in electronic or paper form, with the Securities and Exchange Commission ("SEC") one or more registration statements and any and all amendments thereto (the "Registration Statements") under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering the issuance, offering, sale and/or resale of securities made or deemed to be made pursuant to any purchase, savings, option, bonus, deferred savings plan or arrangement, appreciation, profit sharing, thrift, incentive, pension or similar "employee benefit plan" (as defined in Rule 405 promulgated under the Act and any successor Rule or Rules) of the Company or any of its subsidiaries, any stock award, stock option, restricted stock, stock appreciation right, stock purchase, share incentive or similar plan of the Company or any of its subsidiaries, and any plans to which the Company or any of its subsidiaries has or may hereafter succeed, including, in each case, any amendments and successor and replacement plans thereto, whether presently in effect or hereafter adopted (collectively, the "Plans"), provided that any such Plan is approved by the Board, the number of securities subject to such Registration Statements not to exceed the number of securities authorized under the applicable Plan, as any such proper officer shall determine to be advisable, in such form, containing such information and including such exhibits and other documents relating thereto as any such officer, on advice of counsel, shall deem advisable (the "Registration Statements"), the preparation and filing of such Registration Statements to be conclusive evidence of such determination.

RESOLVED: that each of the officers and directors of the Company who may be required to execute the Registration Statements, whether on behalf of the Company or as an officer or director thereof, be and hereby is authorized to execute a power of attorney appointing L. A. Zimmerman, L. F. Varon, S. K. Lee and D. H. Marshall, and each of them, as true and lawful attorneys and agents to execute in his or her name, place and stead (in any such capacity) the Registration Statements, and any and all documents in connection therewith, and to file the same, in electronic or paper form, with the SEC, each of said attorneys and agents to have power to act with or without the other and to have the full power and authority to do and perform in the name and on behalf of each of said officers and directors, or both, as the case may be, every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any such officer and director might or could do in person.

POWER OF ATTORNEY

Xerox Corporation (the "Company") and each person whose signature appears below authorize each of L. A. Zimmerman, L. F. Varon, S. K. Lee and D. H. Marshall (each an "appointee") to file, either in paper or electronic form, from time to time one or more registration statements (on Form S-8 or any other appropriate form) and amendments thereto (including post-effective amendments), under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering the issuance, offering, sale and/or resale of common shares, par value \$1.00 per share, of the Company, which may be issued by the Company pursuant to the Xerox Corporation Savings Plan and The Savings Plan of Xerox Corporation and the Xerographic Division, UNITE HERE (the "Plans") and participation interests in such Plans. Each such person hereby appoints each appointee as attorney-in-fact, with full power to act alone, to execute any such registration statements and any and all amendments thereto and any and all other documents in connection therewith, in the name of and on behalf of the Company and each such person, individually and in each capacity stated below, including the power to enter electronically such company identification numbers, passwords and other information as may be required to effect such filing as prescribed under the rules and regulations of the Securities and Exchange Commission (the "SEC"), and to file, either in paper or electronic form, with the SEC a form of this Power of Attorney. Each such person individually and in such capacities stated below hereby grants to said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned could do personally or in the capacities as aforesaid.

Dated: April 27, 2007.

XEROX CORPORATION

By: /s/ Anne M. Mulcahy

Anne M. Mulcahy
Chairman of the Board and Chief Executive Officer

Chairman of the Board, Chief Executive Officer
and Director (Principal Executive Officer)

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Vice President and Assistant Controller
(Principal Accounting Officer)

Director

/s/ Anne M. Mulcahy

Anne M. Mulcahy

/s/ Lawrence A. Zimmerman

Lawrence A. Zimmerman

/s/ Gary R. Kabureck

Gary R. Kabureck

/s/ Glenn A. Britt

Glenn A. Britt

