

Prospectus Supplement No. 16  
 (To Prospectus dated August 10, 1998 and  
 Prospectus Supplement No. 4 dated September 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"), as supplemented by Prospectus Supplement No. 4 dated September 10, 1998 ("Supplement No. 4"), 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 amended and 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 AND SUPPLEMENT NO. 4
-----		
(In U.S. Dollars)		
Banque Privee Edmond de Rothschild SA . . . . .	500,000	None
Lloyds Bank PLC . . . . .	100,000	None
Merrill Lynch, Pierce, Fenner & Smith Incorporated (1) . . . . .	29,570,000	21,608,000
-----		

(1) Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") was one of the initial purchasers of the Debentures. Merrill Lynch has provided from time to time, and may continue to provide in the future, investment banking and investment advisory services to the Company, for which it has received and may receive customary fees and commissions.

The date of this Prospectus Supplement is June 30, 1999.