

Prospectus Supplement No. 19  
 (To Prospectus dated August 10, 1998  
 and to Prospectus Supplement Nos. 13 and 17)

\$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. 13 dated March 25, 1999 and Prospectus Supplement No. 17 dated August 16, 1999 (such Prospectus Supplement Nos. 13 and 17, the "Prior Supplements"), 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 PRIOR SUPPLEMENTS
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(In U.S. Dollars)		
Goldman Sachs & Co. . . . .	13,500,000	9,500,000
GLG Global Convertible Fund . . . . .	15,000,000	10,000,000
McMahan Securities Company, L.P. . . . .	11,000,000	2,500,000

The date of this Prospectus Supplement is October 15, 1999.