

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGES
ACT OF 1934

For the fiscal year ended December 31, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-4471

XEROX CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

New York 16-0468020
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

800 Long Ridge Road, Stamford, Connecticut 06904
(Address of Principal Executive Offices) (Zip Code)

(203) 968-3000
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Common Stock, \$1 par value	New York Stock Exchange Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: (X) No: ()

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ()

The aggregate market value of the voting stock of the registrant held by non-affiliates as of May 30, 1997 was: \$21,969,340,806

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class -----	Outstanding at May 31, 1997 -----
Common Stock, \$1 Par Value	324,270,713 Shares

Documents Incorporated By Reference

Portions of the following documents are incorporated herein by reference:

Document -----	Part of 10-K in Which Incorporated -----
Xerox Corporation 1996 Annual Report to Shareholders	I & II
Xerox Corporation Notice of 1997 Annual Meeting of	III & IV

Shareholders and Proxy Statement (to be filed not later than 120 days after the close of the fiscal year covered by this report on Form 10-K).

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information, Holders and Dividends

The information set forth under the following captions on the indicated pages of the Company's 1996 Annual Report to Shareholders is hereby incorporated by reference in this document in answer to this Item:

Caption	Page No.
Stock Listed and Traded	71
Dividends and Stock Prices	71
Eleven Years in Review - Common Shareholders of Record at Year-End	70 and 71

Recent Sales of Unregistered Securities

During the quarter ended December 31, 1996, Registrant issued the following securities in transactions which were not registered under the Securities Act of 1933, as amended ("Act"):

(a) Securities Sold: On October 1, 1996 Registrant issued 2,046 shares of Common Stock, par value \$1 per share.

(b) No underwriters participated. The shares were issued to each of the non-employee Directors of Registrant: A. A. Johnson, B. R. Inman, V. E. Jordan, Jr., Y. Kobayashi, H. Kopper, R. S. Larsen, J. D. Macomber, G. J. Mitchell, N. J. Nicholas, Jr., J. E. Pepper, M. R. Seger and T. C. Theobald.

(c) The shares were issued at a deemed purchase price of \$53.625 per share (aggregate price \$109,716.75), based upon the market value on the date of issuance, in payment of the quarterly Directors' fees pursuant to Registrant's Restricted Stock Plan For Directors.

(d) Exemption from registration under the Act was claimed based upon Section 4(2) as a sale by an issuer not involving a public offering.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

XEROX CORPORATION

BY: /s/ MARTIN S. WAGNER

Martin S. Wagner
Assistant Secretary

Dated: June 19, 1997