

Pricing Supplement No. 1051 dated June 25, 1999
(To Prospectus dated March 11, 1999 and
Prospectus Supplement dated March 25, 1999)

XEROX CORPORATION
Medium-Term Notes, Series F
Due Nine Months or More From Date of Issue

GENERAL

Principal Amount: \$300,000,000
Issue Price: \$300,000,000 (100% of Principal Amount)
(see below under "Agent")
Agent's Discount or Commission: None (see below under "Agent")
Net proceeds to Company: \$300,000,000 (100% of Principal Amount)
Original Issue Date (Settlement Date): June 30, 1999
Maturity Date: July 26, 2000
Agent: Lehman Brothers Inc. ("Lehman").
Lehman has purchased the Notes as principal in this transaction
for resale to one or more investors or other purchasers at
varying prices related to prevailing market conditions at the
time or times of resale as determined by Lehman.
Form: /X/ Book Entry / / Certificated
Specified Currency: U.S. dollars
Authorized Denominations: \$1,000
Integral Multiples in excess thereof: \$1,000

INTEREST

/x/ Fixed Rate Note

The rate of interest on this Note will be 5.70% per annum.

Interest on this Note will be calculated on a 30/360 basis.

Interest will be payable on December 30, 1999, June 30, 2000
and at maturity, subject to adjustment in accordance with the
Following Business Day Convention (each as adjusted, an "Interest
Payment Date").

The Regular Record Date relating to each Interest Payment Date
(other than the Interest Payment Date corresponding to the Maturity
Date) will be the date (whether or not a Business Day) which is 15
days immediately prior to such Interest Payment Date. The Regular
Record Date relating to the Interest Payment Date corresponding to
the Maturity Date will be such Interest Payment Date.

The Fixed Rate Period End Date will be subject to no adjustment.

EARLY REDEMPTION AND/OR REPAYMENT; OPTIONAL EXTENSION
OF MATURITY DATE AND RESETS; AND PAYMENT CURRENCY

Early redemption at Company's option:
/X/ No / / Yes (see below)

Early repayment at Holder's option:
/X/ No / / Yes (see below)

Option to extend Maturity Date:
/X/ No / / Yes (see below)

Option to reset interest rate:
/X/ No / / Yes

ATTACHMENT

None.