

Prospectus Supplement No. 4
 (To Prospectus Dated August 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 relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 (the "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 (the "Selling Holders") 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 Dated August 10, 1998
----- (In U.S. Dollars) -----		
LB Series Fund, Inc., Income Portfolio	1,000,000	1,250,000
Lutheran Brotherhood Income Fund	750,000	1,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated (1)	21,608,000	16,748,000
Nomura International PLC London	40,000,000	N/A
Teachers Insurance and Annuity Association of America	22,000,000	N/A

(1) Merrill Lynch, Pierce, Fenner & Smith Incorporated was one of the initial purchasers of the Debentures. Merrill Lynch, Pierce, Fenner & Smith Incorporated 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 September 10, 1998.