UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)*

XEROX CORPORATION (NAME OF ISSUER) COMMON STOCK (TITLE CLASS OF SECURITIES) 984121103 (CUSIP NUMBER)

CHECK THE FOLLOWING BOX IF A FEE IS BEING PAID WITH THIS STATEMENT.____(A FEE IS NOT REQUIRED ONLY IF THE FILING PERSON: (1) HAS A PREVIOUS STATEMENT ON FILE REPORTING BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES DESCRIBED IN ITEM 1; AND (2) HAS FILED NO AMENDMENT SUBSEQUENT THERETO REPORTING BENEFICIAL OWNERSHIP OF FIVE PERCENT OR LESS OF SUCH CLASS.) (SEE RULE 13D-7).

*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 984121103 13G PAGE 2A OF 5 PAGES

 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445 XEROX CORPORATION PROFIT SHARING RETIREMENT AND SAVINGS PLAN AND THE PROFIT SHARING PLAN OF XEROX CORPORATION AND THE XEROGRAPHIC DIVISION A.C.T.W.U. A.F.L.-C.I.O

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.*

NOT APPLICABLE

а ___ в ___

- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

- 5. SOLE VOTING POWER 0 SHARES
- 6. SHARED VOTING POWER 740,614 SHARES
- 7. SOLE DISPOSITIVE POWER 0 SHARES
- 8. SHARED DISPOSITIVE POWER
- 740,614 SHARES
- 9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 740,614 SHARES
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.6%

12. TYPE OF REPORTING PERSON*

ΒK

S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445 XEROX CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.* NOT APPLICABLE Α___ в ____ 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION BOSTON, MASSACHUSETTS 5. SOLE VOTING POWER 0 SHARES SHARED VOTING POWER 6 9,839,050.381 SHARES (REPRESENTS CONV PFD SHARES CONVERTED TO SAME NUMBER COMMON) 7. SOLE DISPOSITIVE POWER **0** SHARES SHARED DISPOSITIVE POWER 8. 9,839,050.381 SHARES (REPRESENTS CONV PFD SHARES CONVERTED TO SAME NUMBER COMMON) AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 9,839,050.381 SHARES (REPRESENTS CONV PFD SHARES CONVERTED TO SAME NUMBER COMMON) 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* NOT APPLICABLE 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.6% 12. TYPE OF REPORTING PERSON* ΒK PAGE 2C OF 5 PAGES CUSIP NO. 984121103 13G NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445 VARIOUS COLLECTIVE INVESTMENT FUNDS FOR EMPLOYEE BENEFIT PLANS AND OTHER INDEX ACCOUNTS XEROX CORP 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.* NOT APPLICABLE Α___ Β____ 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION BOSTON, MASSACHUSETTS 5. SOLE VOTING POWER 651,512 SHARES SHARED VOTING POWER 6. **0** SHARES 7. SOLE DISPOSITIVE POWER 780,748 SHARES SHARED DISPOSITIVE POWER 0 SHARES AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 780,748 SHARES 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* NOT APPLICABLE 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 .7%

- 12. TYPE OF REPORTING PERSON* RK CUSIP NO. 984121103 13G PAGE 2D OF 5 PAGES 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST CO, TRUSTEE/CO-TRUSTEE 04-1867445 VARIOUS PERSONAL TRUST ACCOUNTS XEROX CORP 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.* NOT APPLICABLE Α___ В ___ 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION BOSTON, MASSACHUSETTS 5. SOLE VOTING POWER 6,611 SHARES 6. SHARED VOTING POWER 1,119 SHARES 7. SOLE DISPOSITIVE POWER 1,161 SHARES 8. SHARED DISPOSITIVE POWER 1,119 SHARES 9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,730 SHARES 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* NOT APPLICABLE 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 .0% 12. TYPE OF REPORTING PERSON* ΒK SCHEDULE 13G PAGE 3 OF 5 PAGES ITEM 1. (A) NAME OF ISSUER XEROX CORPORATION (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES P.O. BOX 1600 STAMFORD CONNECTICUT 06904-1600 ITEM 2.
 - (A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

984121103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(B) _X_ BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

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- ITEM 4. OWNERSHIP
 - (A) AMOUNT BENEFICIALLY OWNED

11,368,142.381 SHARES

(B) PERCENT OF CLASS

10.0%

- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 658,123 SHARES
 - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE
 - 10,580,783.381 SHARES (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 781,909 SHARES
 - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 10,580,783.381 SHARES
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

10 FEBRUARY 1994

STATE STREET BOSTON CORPORATION STATE STREET BANK AND TRUST COMPANY, TRUSTEE

/s/JANET DENNEEN ASSISTANT SECRETARY