

Pricing Supplement No. 1050 dated June 14, 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: \$500,000,000  
Issue Price: \$500,000,000 (100% of Principal Amount)  
(see below under "Agent")  
Agent's Discount or Commission: None (see below under "Agent")  
Net proceeds to Company: \$500,000,000 (100% of Principal Amount)  
Original Issue Date (Settlement Date): June 17, 1999  
Maturity Date: July 14, 2000  
Agent: Goldman, Sachs & Co. ("GSCO").  
GSCO 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 GSCO.  
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 5.635% per annum.

Interest on this Note will be calculated on an actual/360 basis  
and will be payable at Maturity, subject to adjustment in accordance  
with the Following Business Day Convention (as defined in the 1991  
ISDA Definitions, as published by the International Swaps and  
Derivatives Association, Inc.), and the Regular Record Date will be  
the date on which such interest is payable.

---

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

---

This Note is an Original Issue Discount Note. Holders of Original  
Issue Discount Notes having maturities in excess of one year are  
required to include original issue discount in income before the  
receipt of cash attributable to such income (whether such holders  
are on the cash or accrual method), with the result that the  
inclusion of interest in income for Federal income tax purposes  
may vary from the receipt of interest on such notes, generally  
accelerating income for cash method holders. For detailed  
discussions regarding Original Issue Discount Notes, see "United  
States Taxation--United States Persons--Original Issue Discount"  
in the accompanying Prospectus Supplement.

