

Prospectus Supplement No. 12  
(To Prospectus Dated August 10, 1998 and  
Prospectus Supplement No. 10 Dated November 16, 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 ("Prospectus"), as supplemented by Prospectus Supplement No. 10 Dated November 16, 1998 ("Supplement No. 10"), relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 ("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 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 AND SUPPLEMENT NO. 10
----- (In U.S. Dollars) -----		
DE Shaw Securities LP	1,500,000	None
MFS Series Trust I - MFS Equity Income Fund . . .	286,000	280,000
MFS/Sunlife Series Trust - Equity Income Series . . .	42,000	40,000

-----  
The date of this Prospectus Supplement is January 27, 1999.