

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>McDermott John E</u>  (Last) (First) (Middle) C/O XEROX CORPORATION P.O. BOX 1600 / 800 LONG RIDGE ROAD  (Street) STAMFORD CT 06904  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [ XRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Incentive Stock Rights								12,667	D	
Common Stock								2,595	I	Employee Stock Ownership Plan
Common Stock	02/03/2005		M		20,533	A	\$0 <sup>(2)</sup>	33,859	D	
Common Stock	02/03/2005		S		17,000	D	\$15.53	16,859	D	
Common Stock	02/03/2005		S		3,533	D	\$15.45	13,326	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$5.87	02/03/2005		M			1,800	01/01/2003 <sup>(1)</sup>	12/31/2011	Common Stock	1,800	\$0 <sup>(2)</sup>	0	D	
Stock Option	\$5.87							01/01/2003 <sup>(1)</sup>	12/31/2012	Common Stock	28,100		0	D	
Stock Option	\$7.885	02/03/2005		M			18,733	01/01/2004 <sup>(1)</sup>	12/31/2012	Common Stock	18,733	\$0 <sup>(2)</sup>	9,367	D	
Stock Option	\$13.685							01/01/2005 <sup>(1)</sup>	12/31/2011	Common Stock	25,000		25,000	D	
Stock Option	\$15.205							01/01/2005 <sup>(1)</sup>	12/31/2011	Common Stock	6,000		6,000	D	

**Explanation of Responses:**

- 1. Options vest over three years, 33.3% per year beginning in year shown.
- 2. Not Applicable

K.W. Fizer, Attorney-in Fact      02/07/2005

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.