

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported):
August 9, 2002

XEROX CORPORATION
(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation)	1-4471 (Commission File Number)	16-0468020 (IRS Employer Identification No.)
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800 Long Ridge Road
P. O. Box 1600
Stamford, Connecticut 06904-1600
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code:
(203) 968-3000

Not Applicable
(Former name or former address, if changed since last report)

Item 9. Regulation FD Disclosure.

Registrant today submitted to the Securities and Exchange Commission the sworn statements of Registrant's Principal Executive Officer and Principal Financial Officer required by the Commission's Order No. 4-460 pursuant to Section 21 (a)(1) of the Securities Exchange Act of 1934, as amended.

Copies of the sworn statements are attached hereto as Exhibits 99.1 and 99.2.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934,
Registrant has duly authorized this report to be signed on its behalf
by the undersigned duly authorized.

XEROX CORPORATION

/s/ LESLIE F. VARON

By: Leslie F. Varon

Date: August 9, 2002

EXHIBIT INDEX

- Exhibit 99.1 Statement Under Oath dated August 9, 2002 of Principal Executive Officer.
- Exhibit 99.2 Statement Under Oath dated August 9, 2002 of Principal Financial Officer.

OMB Number: 3235-0569
Expires: January 31, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL
FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS

I, Anne M. Mulcahy, Chairman of the Board and Chief Executive Officer
(Principal Executive Officer) of Xerox Corporation (the "Company"),
state and attest that:

(1) To the best of my knowledge, based upon a review of the covered
reports of the Company and, except as corrected or supplemented
in a subsequent covered report:

- no covered report contained an untrue statement of a material
fact as of the end of the period covered by such report (or in
the case of a report on Form 8-K or definitive proxy materials,
as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary
to make the statements in the covered report, in light of the
circumstances under which they were made, not misleading as of
the end of the period covered by such report (or in the case
of a report on Form 8-K or definitive proxy materials, as of
the date on which it was filed)

(2) I have reviewed the contents of this statement with the Company's
audit committee.

(3) In this statement under oath, each of the following, if filed on
or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for fiscal year ended
December 31, 2001 of the Company (filed June 28, 2002);
- all reports on Form 10-Q, all reports on Form 8-K and all
definitive proxy materials of the Company filed with the
Commission subsequent to the filing of the Form 10-K
identified above; and
- any amendments to any of the foregoing.

/s/ ANNE M. MULCAHY
Anne M. Mulcahy
August 9, 2002

Subscribed and sworn to
before me this 9th day of
August, 2002.

/s/ BARBARA K. FOWLER
Notary Public

My Commission Expires:
March 31, 2007

OMB Number 3235-0569
Expires: January 31, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL
FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS

I, Lawrence A. Zimmerman, Senior Vice President and Chief Financial
Officer (Principal Financial Officer) of Xerox Corporation (the
"Company"), state and attest that:

(1) To the best of my knowledge, based upon a review of the covered
reports of the Company and, except as corrected or supplemented
in a subsequent covered report:

- no covered report contained an untrue statement of a material
fact as of the end of the period covered by such report (or in
the case of a report on Form 8-K or definitive proxy materials,
as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to
make the statements in the covered report, in light of the
circumstances under which they were made, not misleading as of
the end of the period covered by such report (or in the case
of a report on Form 8-K or definitive proxy materials, as of
the date on which it was filed)

(2) I have reviewed the contents of this statement with the Company's
audit committee.

(3) In this statement under oath, each of the following, if filed on
or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for fiscal year ended
December 31, 2001 of the Company (filed June 28, 2002);
- all reports on Form 10-Q, all reports on Form 8-K and all
definitive proxy materials of the Company filed with the
Commission subsequent to the filing of the Form 10-K
identified above; and
- any amendments to any of the foregoing.

/s/ LAWRENCE A. ZIMMERMAN
Lawrence A. Zimmerman
August 9, 2002

Subscribed and sworn to
before me this 9th day of
August, 2002.

/s/ BARBARA K. FOWLER
Notary Public

My Commission Expires:
March 31, 2007