

Prospectus Supplement No. 3  
(To Prospectus Dated August 10, 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 relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 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 (the "Selling Holders") is hereby supplemented by adding thereto the following additional Selling Holders:

NAME OF SELLING HOLDER -----	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND THAT MAY BE OFFERED HEREBY ----- (In U.S. Dollars)
BT Alex. Brown Inc . . . . .	11,000,000
James R. Caywood . . . . .	100,000
Donaldson, Lufkin & Jenrette Securities Corp. . . . .	6,920,000
The First Reinsurance Company of Hartford . . . . .	400,000

The date of this Prospectus Supplement is August 21, 1998.