

Prospectus Supplement No. 13  
(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") 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 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
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	(In U.S. Dollars)	
McMahan Securities Company, L.P. . . . .	2,500,000	None

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The date of this Prospectus Supplement is March 25, 1999.