

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Allen Quincy L</u> (Last) (First) (Middle) <u>45 GLOVER AVENUE</u> <u>P.O. BOX 4505</u> (Street) <u>NORWALK CT 06856-4505</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2007</u>	3. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/11/2007</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Xerox Stock Fund</u>	<u>17,836.1734⁽²⁾</u>	<u>I</u>	<u>Xerox Stock Fund⁽¹⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Deferred Compensation</u>	<u>08/08/1988</u>	<u>08/08/1988</u>	<u>Common Stock</u>	<u>\$121,469.52⁽³⁾</u>	<u>121,469.52</u>	<u>D</u>	

Explanation of Responses:

1. Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

2. Correction of holdings in the Xerox Stock Fund reported on reporting person's original Form 3.

3. The item is not new or revised but is being reported again to gain access to the system. The purpose of the amendment is to delete in its entirety the amount reported as deferred compensation which was reported incorrectly as being held in the Xerox Stock Fund. The reporting person does not have any deferred compensation holdings in the Xerox Stock Fund.

Karen Boyle, Attorney-in-Fact 02/05/2008

** 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 5 (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.