

Prospectus Supplement No. 11  
 (To Prospectus Dated August 10, 1998 and  
 Prospectus Supplement No. 4 Dated September 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 ("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 amended and 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)		
Amerisure Companies / Michigan Mutual Insurance . . . . .	1,800,000	None
Blue Cross Blue Shield of Florida . . . . .	3,000,000	None
City of Birmingham Retire- ment and Relief System . . . . .	3,200,000	None
Equi - Select Series Trust - Total Return Portfolio . . . . .	200,000	None
General Electric Mortgage Insurance Corporation . . . . .	5,000,000	None
Physicians Reciprocal Insurers Account #7 . . . . .	1,800,000	None
Travelers Total Return Series Trust . . . . .	1,670,000	1,370,000
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The date of this Prospectus Supplement is December 22, 1998.