

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 NICHOLAS NICHOLAS J JR			2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2004			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		
800 LONG RIDGE ROAD P. O. BOX 1600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) STAMFORD 06904								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								106,700	D	
Common Stock								1,400	I	Spouse

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$10.5							01/01/2004 ⁽³⁾	05/15/2013	Common Stock	5,000		5,000	D	
Stock Option	\$6.8							01/01/2003 ⁽³⁾	09/09/2012	Common Stock	5,000		5,000	D	
Stock Option	\$9.25							01/01/2002 ⁽³⁾	08/28/2011	Common Stock	5,000		5,000	D	
Stock Option	\$26.5625							01/01/1997 ⁽⁴⁾	05/22/2006	Common Stock	5,000		5,000	D	
Stock Option	\$27							01/01/2001 ⁽³⁾	05/18/2010	Common Stock	5,000		5,000	D	
Stock Option	\$32.1563							01/01/1998 ⁽⁴⁾	05/14/2007	Common Stock	5,000		5,000	D	
Stock Option	\$54.2188							01/01/1999 ⁽³⁾	05/22/2006	Common Stock	5,000		5,000	D	
Stock Option	\$60.4375							01/01/2000 ⁽³⁾	05/20/2009	Common Stock	5,000		5,000	D	
Deferred Comp.	\$0.00 ⁽¹⁾	01/15/2004						08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	\$0.00 ⁽⁶⁾	\$0.00 ⁽¹⁾	\$751,637.99	D	

Explanation of Responses:

- Not Applicable
- Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- Options vest over three years, 33.3% per year beginning in year shown.
- Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- In Dollars
- This is a total row. Information requested is not applicable.

K. W. Fizer, Attorney-In-Fact

01/20/2004

** 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 4 (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.

POWER OF ATTORNEY

The undersigned hereby authorizes each of L. F. Varon, K. W. Fizer and S. K. Lee, with full power to act alone, to file one or more beneficial ownership reports on behalf of the undersigned disclosing the undersigned's beneficial ownership of securities of Xerox Corporation, and amendments thereto, pursuant to the requirements of the Securities Exchange Act of 1934, as amended, which reports and amendments shall contain such information as either L. F. Varon, K. W. Fizer or S. K. Lee deems appropriate. The undersigned hereby appoints each of L. F. Varon, K. W. Fizer and S. K. Lee as attorneys-in-fact, with full powers to act alone, to execute such Forms and any and all amendments thereto in the name and IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 19th day of January, 2004.

/s/ N.J. Nicholas, Jr.