

Pricing Supplement No. 1029
(To Prospectus dated October 4, 1994 and
Prospectus Supplement dated November 16, 1994)

Dated: May 31, 1996

XEROX CORPORATION
Medium-Term Notes, Series C
Due Nine Months or More From Date of Issue

GENERAL

Principal Amount: \$25,000,000
Issue Price: 100% of Principal Amount (see below under "If as
Principal" if Agent is acting as Principal)
Agent's Discount or Commission: \$31,250 (0.125% of Principal Amount)
Net proceeds to Company: \$24,968,750 (99.875% of Principal Amount)
Original Issue Date (Settlement Date): June 20, 1996
Maturity Date: July 1, 2002
Agent: Goldman, Sachs & Co.
Agent's capacity: / / As Agent /X/ As Principal (see below)
If as Principal:
/X/ The Note is being offered at varying prices related to
prevailing market prices at the time of resale.
/ / The Note is being offered at a fixed initial public
offering price of % of Principal Amount.
Form: /X/ Book Entry / / Certificated
Specified Currency: U.S. dollars
Authorized Denominations: \$1,000
Integral Multiples in excess thereof: \$1,000

INTEREST

/X/ Fixed Rate Note (other than Amortizing or Zero-Coupon Note):
Fixed Rate of: 7.00% per annum

EARLY REDEMPTION AND/OR REPAYMENT, AND OPTIONAL EXTENSION
OF MATURITY DATE, RESETS AND PAYMENT CURRENCY

Early redemption at Company's option:
/ / No /X/ Yes (see below)
Redemption date(s): Each Interest Payment Date occurring in
July, October, January and April of each year, commencing
July 1, 1998
Redemption price(s): 100% of the principal amount of the Note
Other provisions: The Note may be redeemed only in whole and
not in part, and upon at least 30 days prior notice to the
Holder of the Note.

Early repayment at Holder's option:
/X/ No / / Yes

Option to extend Maturity Date:
/X/ No / / Yes

Option to reset interest rate:
/X/ No / / Yes

ATTACHMENT

Interest on the Note will be payable monthly on the 1st of each
month, commencing August 1, 1996, through and including the
Maturity Date (each, an "Interest Payment Date"), and the Regular
Record Date in respect of each Interest Payment Date will be the
15th day (whether or not a Business Day) of the month next
preceding the month in which such Interest Payment Date occurs.