

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported):
March 21, 2003

XEROX CORPORATION
(Exact name of registrant as specified in its charter)

New York
(State or other
jurisdiction of
incorporation)

1-4471
(Commission File
Number)

16-0468020
(IRS Employer
Identification
No.)

800 Long Ridge Road
P. O. Box 1600
Stamford, Connecticut 06904-1600
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code:
(203) 968-3000

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events.

As fully anticipated in its cash plan for 2003, Registrant today gave notice of its intention as of April 21, 2003 to satisfy in cash its obligation to purchase its Convertible Subordinated Debentures Due April 21, 2018 as required by the terms of such Debentures. Under the terms of the Debentures, Registrant has the option to make the purchase with cash, shares of Registrant's common stock, or a combination of cash and shares. If, at the option of the holders, all outstanding Debentures are surrendered for purchase, the aggregate cash purchase price will be approximately \$560 million.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934,

Registrant has duly authorized this report to be signed on its behalf by the undersigned duly authorized.

XEROX CORPORATION

Dated: March 21, 2003

By: Martin S. Wagner
Assistant Secretary