

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL
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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)*

Xerox Corp.

(Name of Issuer)

Common

(Title of Class of Securities)

984121103

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)
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NAME OF REPORTING PERSON

- 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Capital Group Companies, Inc.
86-0206507

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2 (a) []
(b) []

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF	5	1,117,790
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		NONE
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		7,758,490
PERSON		-----
WITH	8	SHARED DISPOSITIVE POWER
		NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,758,490 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.33%

12 TYPE OF REPORTING PERSON*
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Capital Research and Management Company
95-1411037

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		NONE
BENEFICIALLY	6	SHARED VOTING POWER
		NONE

OWNED BY -----
EACH SOLE DISPOSITIVE POWER
7
REPORTING 6,321,000

PERSON
WITH 8 SHARED DISPOSITIVE POWER
NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,321,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.97%

12 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Fee enclosed [] or Amendment No. 2

Item 1(a) Name of Issuer:
Xerox Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:
P.O. Box 1600
800 Long Ridge Road
Stamford, CT 06904

Item 2(a) Name of Person(s) Filing:
The Capital Group Companies, Inc. and Capital Research and
Management Company

Item 2(b) Address of Principal Business Office:
333 South Hope Street
Los Angeles, CA 90071

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities: Common

Item 2(e) CUSIP Number: 984121103

Item 3 The person(s) filing is(are):
(b) [] Bank as defined in Section 3(a)(6) of the Act.
(e) [X] Investment Adviser registered under Section 203 of

- the Investment Advisers Act of 1940
(g) [X] Parent Holding Company in accordance with Section 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership

- (a) Amount Beneficially Owned:
See item 9, pg.2 and 3
(b) Percent Class: See item 11, pg.2 and 3
(c) Number of shares as to which such person has:
i) sole power to vote or to direct the vote See item 5, pg.2 and 3
ii) shared power to vote or to direct the vote
None
iii) sole power to dispose or to direct the disposition of
See item 7, pg.2 and 3
iv) shared power to dispose or to direct the disposition of None - beneficial ownership disclaimed pursuant to Rule 13d-4

Item 5 Ownership of 5% or Less of a Class: N/A

Item 6 Ownership of More than 5% on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

- (1) Capital Research and Management Company is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of The Capital Group Companies, Inc.
- (2) Capital Guardian Trust Company is a Bank as defined in Section 3(a)(6) of the Act and a wholly owned subsidiary of The Capital Group Companies, Inc.
- (3) Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1-(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of The Capital Group Companies, Inc.
- (4) Capital International Research and Management, Inc. dba Capital International, Inc. is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of The Capital Group Companies, Inc.
- (5) Capital International S.A. (CISA) does not fall within any of the categories described in Rule 13d-1-(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CISA is a wholly owned subsidiary of The Capital Group Companies, Inc.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of the Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the

issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 1995

Signature: /s/ Larry P. Clemmensen
Name/Title: Larry P. Clemmensen, Executive Vice President/PFO
The Capital Group Companies, Inc.

Date: February 8, 1995

Signature: /s/ Steven N. Kearsley
Name/Title: Steven N. Kearsley, Vice President and Treasurer
Capital Research and Management Company

AGREEMENT

Los Angeles, California
February 8, 1995

Capital Research and Management Company ("CRMC") and The Capital Group Companies, Inc. ("CG") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of Common stock issued by Xerox Corp..

CRMC and CG state that they are both entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

Both CRMC and CG are responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but neither is responsible for the completeness or accuracy of the information concerning the other.

CAPITAL RESEARCH AND MANAGEMENT COMPANY

BY:/s/ Steven N. Kearsley
Steven N. Kearsley
Vice President & Treasurer

THE CAPITAL GROUP COMPANIES, INC.

BY:/s/ Larry P. Clemmensen

Larry P. Clemmensen
Executive Vice President/PFO