

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>VARON LESLIE F</u> (Last) (First) (Middle) <u>XEROX CORPORATION</u> <u>800 LONG RIDGE ROAD</u> (Street) <u>STAMFORD CT</u> <u>06904</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/14/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Controller</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,358.0725	D	
Common Stock	3,510.47	I	Employee Stock Ownership Plan
Common Stock	5	I	Spouse
Incentive Stock Rights	6,334	D	
Xerox Stock Fund	804.931	I	Xerox Stock Fund

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option	01/01/2002 ⁽³⁾	12/31/2010	Common Stock	3,400	4.75	D
Stock Option	01/01/2004 ⁽³⁾	12/31/2012	Common Stock	46,800	7.885	D
Stock Option	01/01/2004 ⁽³⁾	12/31/2010	Common Stock	10,000	9.25	D
Stock Option	01/01/2003 ⁽³⁾	12/31/2011	Common Stock	46,800	10.365	D
Stock Option	01/01/2001 ⁽³⁾	12/31/2009	Common Stock	19,000	21.7812	D
Stock Option	03/01/2003 ⁽³⁾	12/31/2009	Common Stock	2,580	25.8125	D
Stock Option	01/01/2000 ⁽³⁾	12/31/2006	Common Stock	628	59.4375	D
Stock Option	01/01/2000 ⁽³⁾	12/31/2008	Common Stock	3,050	59.4375	D
Stock Option	01/01/2005 ⁽³⁾	12/31/2011	Common Stock	31,000	13.685	D
Performance Shares	08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	8,333 ⁽²⁾	0	D

Explanation of Responses:

- Not Applicable
- These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.
- Options vest over three years, 33.3% per year beginning in year shown.

Karen Boyle, Attorney-in-Fact 07/14/2006

** 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 5 (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 constitutes and appoints each of J. M. Farren, K. Boyle and S. K. Lee, as the undersigned's true and lawful attorney's-in-fact, with full powers to act alone, to execute and file with the Securities and Exchange Commission and any stock exchange or similar authority one or more beneficial ownership reports and any and all amendments thereto, together with any and all exhibits relating thereto including this Power of Attorney, in the name and on behalf of the undersigned, disclosing the undersigned's beneficial ownership of securities of Xerox Corporation, in connection with Section 16 and any other provisions of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "SEC Rules"), which reports, amendments and exhibits shall contain such information as any of J. Michael Farren, K. Boyle, and S. K. Lee deems appropriate. The undersigned hereby grants to each such Attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned might or could do personally. The undersigned acknowledges that none of the foregoing attorneys-in-fact, in serving in such capacity, which the undersigned acknowledges is at the request of the undersigned, is assuming, nor is Xerox Corporation assuming, any of the undersigned's responsibilities to comply with the SEC Rules. This power of attorney shall remain in full force and effect with respect to each of the foregoing attorneys-in-fact until the undersigned is no longer required to file any of the aforementioned reports under the SEC Rules, unless earlier revoked by the undersigned in a signed writing delivered to the applicable attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 14th day of July, 2006.

/s/ Leslie F. Varon