

Pricing Supplement No. 1025 Dated: March 4, 1996  
(To Prospectus dated October 4, 1994 and  
Prospectus Supplement dated November 16, 1994)

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

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GENERAL

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Principal Amount: \$25,000,000  
Issue Price: 100% of Principal Amount (see below under  
"If as Principal" if Agent(s) is(are) acting as Principal)  
Agent's Discount or Commission: 2.00% of Principal Amount  
Net proceeds to Company: \$24,500,000  
Original Issue Date (Settlement Date): March 15, 1996  
Maturity Date: March 15, 2011  
Agent(s): Merrill Lynch & Co., Merrill Lynch, Pierce,  
Fenner & Smith Incorporated  
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 of Note: /X/ Book Entry / / Certificated  
Specified Currency (if other than U.S. dollars, see  
Attachment): U.S. dollars  
Authorized Denominations: \$1,000  
Integral Multiples in excess thereof: \$1,000

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INTEREST

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/ / Floating Rate Note:  
  
/X/ Fixed Rate Note (other than Amortizing Note or  
Zero-Coupon Note):  
Fixed rate of: 6.60 % per annum

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

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Early redemption at Company's option:  
/ / No /X/ Yes (see below)  
Redemption date(s): Interest Payment Dates occurring in  
each March and September, commencing March 15, 2001  
Redemption price(s): 100% of the principal amount of the  
Note to be redeemed  
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 (see below)  
Repayment date(s):  
Repayment price(s): % of the principal amount of the  
Note to be repaid  
Other provisions:

Option to extend Maturity Date:  
/X/ No / / Yes (see below)  
By: / / the Company / / the Holder

Option to reset interest rate (if Fixed Rate Note) or Spread

and/or Spread Multiplier (if Floating Rate Note):  
/X/ No / / Yes (See Attachment)

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ATTACHMENT

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The Interest Payment Dates will be the 15th of each calendar month, commencing April 15, 1996, and the Regular Record Date for each Interest Payment Date will be the 15th day (whether or not a Business Day) next preceding such Interest Payment Date.