

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Information Statement pursuant to Rule 13d-1 and 13d-2

(AMENDMENT NO. 1)*

XEROX CORP

(NAME OF ISSUER)

COMMON STOCK

(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).

(CONTINUED ON FOLLOWING PAGE(S))

-----	-----
CUSIP NO. 984121103	13G
-----	-----
1 NAME OF REPORTING PERSON	
AXA Assurances I.A.R.D. Mutuelle	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
-----	-----
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *	(A) []
	(B) [X]
-----	-----
3 SEC USE ONLY	
-----	-----
4 CITIZENSHIP OR PLACE OF ORGANIZATION	

France	
NUMBER OF	5 SOLE VOTING POWER
SHARES	205,189
BENEFICIALLY	-
OWNED	6 SHARED VOTING POWER
AS OF	2,400
December 31, 1993	-
BY EACH	7 SOLE DISPOSITIVE POWER
REPORTING	402,989
PERSON	-
WITH	8 SHARED DISPOSITIVE POWER
	0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	402,989
	(Not to be construed as an admission of beneficial ownership)

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	.3%

12	TYPE OF REPORTING PERSON *
	IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----	-----
CUSIP NO. 984121103	13G Page 3 of 14 Pages
-----	-----

1	NAME OF REPORTING PERSON
	AXA Assurances Vie Mutuelle
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
	(B) [X]

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	France

NUMBER OF	5 SOLE VOTING POWER
SHARES	205,189
BENEFICIALLY	-
OWNED	6 SHARED VOTING POWER
AS OF	2,400
December 31, 1993	-
BY EACH	7 SOLE DISPOSITIVE POWER
REPORTING	402,989
PERSON	-
WITH	8 SHARED DISPOSITIVE POWER
	0

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402,989

(Not to be construed as an admission of beneficial ownership)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.3%

12 TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----|-----|-----
CUSIP NO. 984121103	13G	Page 4 of 14 Pages

1 NAME OF REPORTING PERSON
 Alpha Assurances I.A.R.D. Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES			5 SOLE VOTING POWER	205,189
BENEFICIALLY OWNED			6 SHARED VOTING POWER	
AS OF December 31, 1993			7 SOLE DISPOSITIVE POWER	402,989
BY EACH REPORTING PERSON			8 SHARED DISPOSITIVE POWER	0
WITH				

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

402,989

(Not to be construed as an admission of beneficial ownership)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.3%

12 TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 984121103		13G	Page 5 of 14 Pages
1 NAME OF REPORTING PERSON			
Alpha Assurances Vie Mutuelle			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []			
(B) [X]			
3 SEC USE ONLY			
4 CITIZENSHIP OR PLACE OF ORGANIZATION			
France			
5 SOLE VOTING POWER			
NUMBER OF		205,189	
SHARES			
6 SHARED VOTING POWER			
BENEFICIALLY		2,400	
OWNED			
AS OF		December 31, 1993	
7 SOLE DISPOSITIVE POWER			
BY EACH		402,989	
REPORTING			
8 SHARED DISPOSITIVE POWER			
PERSON		0	
WITH			
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
		402,989	
(Not to be construed as an admission of beneficial ownership)			
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
SHARES *		-----	

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
		.3%	
12 TYPE OF REPORTING PERSON *			
		IC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 984121103		13G	Page 6 of 14 Pages
1 NAME OF REPORTING PERSON			
Uni Europe Assurance Mutuelle			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []			

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1993 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 205,189
	6 SHARED VOTING POWER 2,400
	7 SOLE DISPOSITIVE POWER 402,989
	8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
402,989
(Not to be construed as an admission of beneficial ownership)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.3%

12 TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 984121103 | 13G | Page 7 of 14 Pages

1 NAME OF REPORTING PERSON
AXA

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF	5 SOLE VOTING POWER 205,189
	6 SHARED VOTING POWER 2,400

December 31, 1993	7	SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON	402,989	
WITH	8	SHARED DISPOSITIVE POWER
	0	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	402,989	
(Not to be construed as an admission of beneficial ownership)		
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	.3%	
12 TYPE OF REPORTING PERSON *		
	HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 984121103	13G	Page 8 of 14 Pages
1 NAME OF REPORTING PERSON		
THE EQUITABLE COMPANIES INCORPORATED		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
13-3623351		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) []		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
State of Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1993	5	SOLE VOTING POWER
	205,189	
	6	SHARED VOTING POWER
	2,400	
BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER
	402,989	
WITH	8	SHARED DISPOSITIVE POWER
	0	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	402,989	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		.3%

12	TYPE OF REPORTING PERSON *	
		HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer: Page 9 of 14 Pages

XEROX CORP

Item 1(b) Address of Issuer's Principal Executive Offices:

800 Long Ridge Road
Stamford, CT 06904

Item 2(a) Name of Person Filing:

Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances
Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances
Vie Mutuelle, and Uni Europe Assurance Mutuelle, as a group
(collectively, the 'Mutuelles AXA')

AXA

The Equitable Companies Incorporated
(the 'Equitable Companies')

Item 2(b) Address of Principal Business Office:

Alpha Assurances I.A.R.D. Mutuelle and
Alpha Assurances Vie Mutuelle
101-100 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and
AXA Assurances Vie Mutuelle
La Grande Arche
Pardi Nord
92044 Paris La Defense France

Uni Europe Assurance Mutuelle
24 Rue Drouot
75009 Paris France

AXA
23, Avenue Matignon
75008 Paris France

The Equitable Companies Incorporated
787 Seventh Avenue
New York, New York 10019

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Item 2(c) Citizenship:

Mutuelles AXA and AXA - France
Equitable Companies - Delaware

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

984121103

Item 3. Type of Reporting Person:

Equitable Companies as a parent holding company,
in accordance with 240.13d-1 (b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent
holding company.

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Item 4. Ownership as of December 31, 1993:

(a) Amount Beneficially Owned:

402,989 shares of common stock beneficially owned including:

	No. of Shares	

The Mutuelles AXA, as a group		0
AXA		0
AXA Entity or Entities: none		

acquired solely for investment purposes:		0

(Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

The Equitable Companies Incorporated 0
Subsidiaries:

The Equitable Life Assurance Society of
the United States acquired solely for
investment purposes:
Common stock 900 900

Alliance Capital Management L.P.
acquired solely for investment purposes
on behalf of client discretionary investment
advisory accounts:
Common stock 402,015 402,015

Donaldson, Lufkin & Jenrette Securities
Corporation held for investment purposes:
Common stock 74 74

Wood, Struthers & Winthrop Management Corp.
acquired solely for investment purposes
on behalf of client discretionary investment
advisory accounts: 0

Total 402,989
=====

(Each of the above subsidiaries of The Equitable operates under

independent management and makes independent decisions).

(B) Percent of Class: .3%
 ----- =====

ITEM 4. Ownership as of December 31, 1993 (CONT.) Page 12 of 14 Pages

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote -----	(ii) Deemed to have Shared Power to Vote or to Direct the Vote -----	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition -----	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition -----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: -----				
NONE	0	0	0	0
The Equitable Companies Incorporated	0	0	0	0
Subsidiaries: -----				
The Equitable Life Assurance Society of the United States	900	0	900	0
Alliance Capital Management L.P.	204,215	2,400	402,015	0
Donaldson, Lufkin & Jenrette Securities Corporation	74	0	74	0
Wood, Struthers & Winthrop Management Corporation	0	0	0	0
TOTAL	----- 205,189 =====	----- 2,400 =====	----- 402,989 =====	----- 0 =====

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

(X)

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired

the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by the Mutuelles AXA, as a group, AXA, and Equitable Companies:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
NONE
- (X) IN EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES (13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) ALLIANCE CAPITAL MANAGEMENT L.P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION (13-2741729), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- () WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP. (13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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

Item 9. Notice of Dissolution of 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 purposes 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 9, 1994

THE EQUITABLE COMPANIES INCORPORATED*

/s/ Joanne T. Marren

Joanne T. Marren
Vice President

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and Uni Europe Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 9, 1994

The Equitable Companies Incorporated

BY: /s/ Joanne T. Marren

Joanne T. Marren
Vice President

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; Alpha Assurances Vie Mutuelle; Alpha Assurances I.A.R.D. Mutuelle, Uni Assurance Europe Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Joanne T. Marren

Joanne T. Marren
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)