

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><b>MOTRONI HECTOR J</b><br><br>(Last) (First) (Middle)<br><b>800 LONG RIDGE ROAD</b><br><b>P. O. BOX 1600</b><br><br>(Street)<br><b>STAMFORD CT 06904</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>XEROX CORP [ XRX ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Senior Vice President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/02/2004</b>    |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |   |
| Common Stock                    | 01/02/2004                           |  | J <sup>(1)</sup>               |   | 32,500  | A          | \$0 <sup>(2)</sup>    | 125,022.7078  | D  |   |
| Common Stock                    | 01/02/2004                           |  | F <sup>(1)</sup>               |   | 10,620  | D          | \$0 <sup>(2)</sup>    | 114,402.7078  | D  |   |
| Incentive Stock Rights          | 01/02/2004                           |  | J <sup>(1)</sup>               |   | 32,500  | D          | \$0 <sup>(2)</sup>    | 0   | D  |   |
| Incentive Stock Rights          | 01/02/2004                           |  | A <sup>(5)(6)</sup>            |   | 46,000  | A          | \$0.00 <sup>(2)</sup> | 46,000  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Options                              | \$4.75   |                                      |  |                                |   |  |     | 01/01/2001 <sup>(3)</sup>                                | 12/31/2010                | Common Stock  | 121,500                    |  | 121,500  | D   |  |
| Stock Options                              | \$7.885  |                                      |  |                                |   |  |     | 01/01/2004 <sup>(3)</sup>                                | 12/31/2012                | Common Stock  | 121,500                    |  | 121,500  | D   |  |
| Stock Options                              | \$10.365   |                                      |  |                                |   |  |     | 01/01/2002 <sup>(3)</sup>                                | 12/31/2011                | Common Stock  | 121,500                    |  | 121,500  | D   |  |
| Stock Options                              | \$18.2813  |                                      |  |                                |   |  |     | 01/01/1996   | 12/31/2002                | Common Stock  | 13,596                     |  | 13,596   | D   |  |
| Stock Options                              | \$21.7812  |                                      |  |                                |   |  |     | 01/01/2005   | 12/31/2009                | Common Stock  | 50,000                     |  | 50,000   | D   |  |
| Stock Options                              | \$36.7032  |                                      |  |                                |   |  |     | 01/01/1999   | 12/31/2005                | Common Stock  | 47,684                     |  | 47,684   | D   |  |
| Stock Options                              | \$46.875   |                                      |  |                                |   |  |     | 01/01/1999   | 12/31/2008                | Common Stock  | 20,436                     |  | 20,436   | D   |  |
| Stock Options                              | \$47.5   |                                      |  |                                |   |  |     | 03/01/2003   | 12/31/2009                | Common Stock  | 8,860                      |  | 8,860  | D   |  |
| Stock Options                              | \$54.8594  |                                      |  |                                |   |  |     | 01/01/2000   | 12/31/2008                | Common Stock  | 57,214                     |  | 57,214   | D   |  |
| Stock Options                              | \$59.4375  |                                      |  |                                |   |  |     | 01/01/2000   | 12/31/2006                | Common Stock  | 1,234                      |  | 1,234  | D   |  |
| Deferred Comp. <sup>(4)</sup>              | \$0 <sup>(2)</sup>                                     |                                      |  |                                |   |  |     | 08/08/1988 <sup>(2)</sup>                                | 08/08/1988 <sup>(2)</sup> | Common Stock  | \$0 <sup>(2)</sup>         |  | \$62,195 <sup>(4)</sup>  | D   |  |
| Stock Option                               | \$13.685   | 01/02/2004                           |  | A                              |   | 77,000   |     | 01/01/2005 <sup>(3)</sup>                                | 12/31/2011                | Common Stock  | 77,000                     | \$0.00 <sup>(2)</sup>                      | 77,000   | D   |  |

**Explanation of Responses:**

- Vesting of incentive stock rights.
- Not Applicable
- Options vest over three years, 33.3% per year beginning in year shown.
- Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.
- Restricted awards vest over three years, 33.3% per year beginning with 01/01/2005.

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 4 (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.

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