

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* XEROX CORP			2. Issuer Name and Ticker or Trading Symbol SCANSOFT INC [SSFT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2004			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
800 LONG RIDGE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) STAMFORD CT 06904								
(City) (State) (Zip)								

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	04/08/2004		S		11,853,602	D	\$5	0	I	through Xerox Imaging Systems

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				
Series B Preferred Stock	(1)	04/08/2004		S		3,562,238		03/02/1999	(2)	Common Stock	3,562,238	\$5	0	I	through Xerox Imaging Systems
Warrant	\$0.61	04/08/2004		S		525,732		03/02/2001	03/02/2009	Common Stock	525,732	\$4.39	0	I	through Xerox Imaging Systems

1. Name and Address of Reporting Person* XEROX CORP		
(Last)	(First)	(Middle)
800 LONG RIDGE ROAD		
(Street) STAMFORD CT 06904		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* XEROX IMAGING SYSTEMS INC		
(Last)	(First)	(Middle)
800 LONG RIDGE ROAD		
(Street) STAMFORD CT 06904		
(City)	(State)	(Zip)

Explanation of Responses:

- 1. 1 share Series B Preferred Stock for 1 share Common Stock
- 2. None

/s/ Leslie F. Varon, Vice President and Secretary, Xerox

04/12/2004

Corporation

/s/ Samuel K. Lee, Secretary,
Xerox Imaging Systems Inc.

04/12/2004

** 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 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.

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.