

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported):  
August 27, 2002

XEROX CORPORATION  
(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation)	1-4471 (Commission File Number)	16-0468020 (IRS Employer Identification No.)
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800 Long Ridge Road  
P. O. Box 1600  
Stamford, Connecticut 06904-1600  
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code:  
(203) 968-3000

Not Applicable  
(Former name or former address, if changed since last report)

Item 5. Other Events.

Registrant today announced the election of Harry R. Beeth as corporate vice president and controller, effective September 1, 2002. As controller, Beeth oversees Registrant's financial planning and analysis, accounting, internal controls and financial systems. Beeth, 57 years old, joins Registrant after 32 years with International Business Machines, where he served in various senior finance positions including vice president of finance for IBM's multibillion dollar server group and assistant controller before retiring in 2000.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this report to be signed on its behalf by the undersigned duly authorized.

XEROX CORPORATION

/s/ Martin S. Wagner

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By: Martin S. Wagner  
Assistant Secretary

Dated: August 28, 2002