
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): June 20, 2006

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.)

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On June 20, 2006, Registrant issued a press release announcing it was notified of an unsolicited “mini tender offer” made by TRC Capital Corporation to purchase in cash up to seven million shares, or less than one percent of the outstanding common stock of Xerox Corporation at a price of \$12.95 per share. The Registrant does not recommend this offer. Attached as Exhibit 99.1 to this Report is a copy of Registrant’s press release dated June 20, 2006 regarding the notification.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Registrant’s press release dated June 20, 2006

Forward Looking Statements

From time to time, we and our representatives may provide information, whether orally or in writing, including certain statements in this Current Report on Form 8-K and any exhibits to this Current Report, that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Litigation Reform Act”). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Current Report on Form 8-K, any exhibits to this Current Report and other public statements we make. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “should” and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended or using other similar expressions. These factors include but are not limited to: the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to maintain and improve cost efficiency of operations; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other risks that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Results of Operations and Financial Condition” section and other sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission. Additional information concerning these and other factors that could cause actual results to differ materially is included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 filed with the Securities and Exchange Commission. We do not intend to update these forward-looking statements, except as required by law.

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.

Date: June 20, 2006

XEROX CORPORATION

By: /s/ **Gary R. Kabureck**

Gary R. Kabureck
Vice President and Chief Accounting
Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Registrant's press release dated June 20, 2006



Public Relations Office:

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News from Xerox

FOR IMMEDIATE RELEASE

XEROX RECOMMENDS AGAINST BELOW-MARKET

MINI-TENDER OFFER FROM TRC CAPITAL CORPORATION

STAMFORD, Conn., June 20, 2006 – Xerox Corporation (NYSE: XRX) has been notified of an unsolicited “mini-tender” offer by TRC Capital Corporation of Toronto for TRC to purchase in cash up to 7 million shares, or less than 1 percent of the outstanding Xerox common stock, at a price of \$12.95 per share.

Xerox recommends against stockholders offering their shares in response to this unsolicited proposal. Mini-tender offers, such as this one by TRC, do not give investors the same level of protection that is required from larger tender offers including the filing of disclosure and other offer documents with the Securities and Exchange Commission and additional procedures mandated by U.S. securities laws.

Xerox Corporation is in no way associated with TRC, this mini-tender offer or the offer documentation. Xerox urges investors to obtain current market quotes for their shares of common stock, to consult with their financial advisor and to exercise caution with respect to TRC’s offer.

The SEC has issued “Investor Tips” on mini-tender offers, which note that often in making the offers at below-market prices, “bidders are hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s advisory is available at www.sec.gov/investor/pubs/minitend.htm.

Xerox encourages stockbrokers and dealers as well as other market participants to review the SEC's and the New York Stock Exchange's recommendations on the dissemination of mini-tender offers. These recommendations are available at www.sec.gov/divisions/marketreg/mini-tenders/sia072401.htm and in the Information Memo Number 01-27 issued by the NYSE on Sept. 28, 2001, which can be found under the "NYSE Regulation — Information Memos" tab at www.nyse.com.

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