

Pricing Supplement No. 1034 Dated: June 25, 1996  
(To Prospectus dated October 4, 1994 and  
Prospectus Supplement dated November 16, 1994)

XEROX CORPORATION  
Medium-Term Notes, Series C  
Due Nine Months or More From Date of Issue

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GENERAL

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Principal Amount: \$25,000,000  
Issue Price: 100% of Principal Amount (see below under "If as  
Principal" if Agent is acting as Principal)  
Agent's Discount or Commission: None  
Net proceeds to Company: \$25,000,000 (100% of Principal Amount)  
Original Issue Date (Settlement Date): July 8, 1996  
Maturity Date: July 8, 2011  
Agent: Smith Barney Inc.  
Agent's capacity: / / As Agent /X/ As Principal (see below)  
If as Principal:  
/X/ The Note is being offered at varying prices related to  
prevailing market prices at the time of resale.  
/ / The Note is being offered at a fixed initial public  
offering price of % of Principal Amount.  
Form: /X/ Book Entry / / Certificated  
Specified Currency: U.S. dollars  
Authorized Denominations: \$1,000  
Integral Multiples in excess thereof: \$1,000

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INTEREST

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/X/ Fixed Rate Note (other than Amortizing or Zero-Coupon Note)

The rate of interest on the Note will be as follows:

From and including	To and including	Rate per annum
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July 8, 1996	July 7, 1997	7.70%
July 8, 1997	July 7, 1998	7.70%
July 8, 1998	July 7, 1999	7.75%
July 8, 1999	July 7, 2000	7.80%
July 8, 2000	July 7, 2001	7.85%
July 8, 2001	July 7, 2002	7.90%
July 8, 2002	July 7, 2003	7.95%
July 8, 2003	July 7, 2004	8.00%
July 8, 2004	July 7, 2005	8.05%
July 8, 2005	July 7, 2006	8.10%
July 8, 2006	July 7, 2007	8.15%
July 8, 2007	July 7, 2008	8.25%
July 8, 2008	July 7, 2009	8.50%
July 8, 2009	July 7, 2010	9.00%
July 8, 2010	Date of Maturity	10.00%

Interest on the Note will be payable semiannually on January 8  
and July 8 of each year, commencing January 8, 1997, through  
and including the date of Maturity (each, an "Interest Payment  
Date"), and the Regular Record Date in respect of each Interest  
Payment Date will be the 23rd day (whether or not a Business Day)  
of the month immediately preceding the month in which such  
Interest Payment Date occurs.

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EARLY REDEMPTION AND/OR REPAYMENT, AND OPTIONAL EXTENSION  
OF MATURITY DATE, RESETS AND PAYMENT CURRENCY

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Early redemption at Company's option:

/ / No /X/ Yes (see below)

Redemption date(s): Each Interest Payment Date, commencing  
July 8, 1998

Redemption price(s): 100% of the principal amount of the Note  
Other provisions: The Note may be redeemed only in whole and  
not in part, and upon at least 30 days prior notice to the  
Holder of the Note.

Early repayment at Holder's option:

No     Yes

Option to extend Maturity Date:

No     Yes

Option to reset interest rate:

No     Yes

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ATTACHMENT

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None.