

Prospectus Supplement No. 15  
(To Prospectus Dated August 10, 1998)

\$1,012,198,000  
XEROX CORPORATION  
CONVERTIBLE SUBORDINATED DEBENTURES DUE 2018

The information contained under the heading "Selling Security Holders" in the Prospectus dated August 10, 1998 ("Prospectus") relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 ("Debentures") of Xerox Corporation (the "Company"), and such indeterminate number of shares of Common Stock, par value \$1.00 per share, of the Company as may be issuable upon the conversion of the Debentures, that may be offered and sold from time to time by the several holders thereof is hereby supplemented as follows:

SELLING HOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND THAT MAY BE OFFERED HEREBY	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES PREVIOUSLY SPECIFIED IN THE PROSPECTUS
----- (In U.S. Dollars)		
Bear Stearns & Co. Inc. . . .	500,000	None
Credit Suisse First Boston Corporation . . . .	100,000	None
Goldman, Sachs & Co. . . . .	9,100,000	1,100,000
Schroders & Co. . . . .	400,000	None
Warburg Dillon Read LLC . . .	54,750,000	44,450,000

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The date of this Prospectus Supplement is May 7, 1999.