UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. __1__)*

Xerox Corp
- --
(Name of Issuer)

Common
- --
(Title of Class of Securities)

984121103

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

[x] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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- --
  1   NAME OF REPORTING PERSON
        S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

        Dodge & Cox   94-1441976

- --
  2   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*   (a) [_]
                                                               (b) [_]
        N/A

- --
  3   SEC USE ONLY

- --
  4   CITIZENSHIP OR PLACE OF ORGANIZATION

        California - U.S.A.

- --
                      5   SOLE VOTING POWER

       NUMBER OF   65,395,023

        SHARES   --
                      6   SHARED VOTING POWER
     BENEFICIALLY
                            688,100
       OWNED BY

        EACH   7   SOLE DISPOSITIVE POWER

      REPORTING   69,486,923

        PERSON   --
                      8   SHARED DISPOSITIVE POWER
        WITH
                            0

- --
  9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

        69,486,923

- --
 10   CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

        N/A

- --
 11   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

        9.7%

- --
 12   TYPE OF REPORTING PERSON*

        IA

- --

```
Item 1(a)  Name of Issuer:
           --------------
           Xerox Corp

Item 1(b)  Address of Issuer's Principal Executive Offices:
           ------------------------------------------------
           800 Long Ridge Road
           PO Box 1600
           Stamford, CT 06904-1600

Item 2(a)  Name of Person Filing:
           ---------------------
           Dodge & Cox

Item 2(b)  Address of the Principal Office or, if none, Residence:
           ------------------------------------------------------
           One Sansome St., 35th Floor
           San Francisco, CA  94104

Item 2(c)  Citizenship:
           -----------
           California - U.S.A.

Item 2(d)  Title of Class of Securities:
           ----------------------------
           Common

Item 2(e)  CUSIP Number:
           ------------
           984121103

Item 3     If the Statement is being filed pursuant to Rule 13d-1(b),
           --------------------------------------------------------
           or 13d-2(b), check whether the person filing is a:
           -------------------------------------------------

           (e) [X]  Investment Advisor registered under section 203 of
                    the Investment Advisors Act of 1940

Item 4     Ownership:
           ---------
           (a)  Amount Beneficially Owned:
                ------------------------
                69,486,923

           (b)  Percent of Class:
                ----------------
                9.7%

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        (c)  Number of shares as to which such person has:
             -----------------------------------------

        (i)  sole power to vote or direct the vote:
             65,395,023

       (ii)  shared power to vote or direct the vote:
             688,100

      (iii)  sole power to dispose or to direct the
             disposition of: 69,486,923

       (iv)  shared power to dispose or to direct the
             disposition of: 0


    Item 5   Ownership of Five Percent or Less of a Class:
             ---------------------------------------------
             Not applicable.

    Item 6   Ownership of More than Five Percent on Behalf of Another
             -------------------------------------------------------
             Person:
             ------
             Securities reported on this Schedule 13G are beneficially
             owned by clients of Dodge & Cox, which clients may include
             investment companies registered under the Investment Company
             Act and/or employee benefit plans, pension funds, endowment
             funds or other institutional clients.

    Item 7   Identification and Classification of the Subsidiary Which
             --------------------------------------------------------
             Acquired the Security Being Reported on By the Parent
             ----------------------------------------------------
             Holding Company:
             ---------------
             Not applicable.

    Item 8   Identification and Classification of Members of the Group:
             --------------------------------------------------------
             Not applicable.

    Item 9   Notice of Dissolution of a Group:
             -------------------------------
             Not applicable.

    Item 10  Certification:
             ------------
             By signing below I certify that, to the best of my knowledge
             and belief, the securities referred to above were acquired
             in the ordinary course of business and were not acquired for
             the purpose of and do not have the effect of changing or
             influencing the control of the issuer of such securities and
             were not acquired in connection with or as a participant in
             any transaction having such purpose or effect.

                              SIGNATURE

        After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

Dated:  February 7, 2002
        ----------------
                                    DODGE & COX

                                    By:     /S/ THOMAS M. MISTELE
                                        -------------------------------------
                                    Name:  Thomas M. Mistele
                                    Title: Vice President


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