

Pricing Supplement No. 1033 Dated: June 19, 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

GENERAL

Principal Amount: \$50,000,000
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: \$50,000,000 (100% of Principal Amount)
Original Issue Date (Settlement Date): June 28, 1996
Maturity Date: June 28, 2011
Agent: Lehman Brothers 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

INTEREST

/X/ Fixed Rate Note (other than Amortizing or Zero-Coupon Note):
Fixed Rate of: (i) 9.00% per annum from and including June 28,
1996 to but excluding June 28, 1998 and (ii) 7.30% per annum
from and including June 28, 1998 to but excluding the date of
Maturity.

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

Early redemption at Company's option:
/ / No /X/ Yes (see below)
Redemption date(s): Each Interest Payment Date, commencing
June 28, 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:
/X/ No / / Yes

Option to extend Maturity Date:
/X/ No / / Yes

Option to reset interest rate:
/X/ No / / Yes

ATTACHMENT

Interest on the Note will be payable semiannually on December 28
and June 28 of each year, commencing December 28, 1996, 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 13th day (whether or not a Business Day)
of the month in which such Interest Payment Date occurs.