

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

XEROX CORPORATION
(Exact Name of Registrant as specified in its Charter)

New York 16-0468020
(State of incorporation or organization) (I.R.S. Employer
Identification No.)

P.O. Box 1600, 800 Long Ridge Road, Stamford, Connecticut 06904-1600
(Address of principal executive offices) (zip code)

If this Form relates to the registration of a class of debt securities
and is effective upon filing pursuant to General Instruction A(c)(1)
please check the following box. / /

If this Form relates to the registration of a class of debt securities
and is to become effective simultaneously with the effectiveness of a
concurrent registration statement under the Securities Act of 1933
pursuant to General Instruction A(c)(2) please check the following box. / /

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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Rights to Purchase Series A Cumulative Preferred Stock	New York Stock Exchange Chicago Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Reference is hereby made to the Form 8-A of Xerox Corporation (the
"Company") filed with the Securities and Exchange Commission (the
"Commission") on April 7, 1997, as amended by Amendment No. 1 thereto filed
with the Commission on January 26, 1999, relating to the Rights to Purchase
Series A Cumulative Preferred Stock (as so amended, the "Form 8-A"). The
Form 8-A is hereby incorporated by reference herein. Capitalized terms used
herein without definition have the meanings given to such terms in the Form
8-A.

Pursuant to the resolutions adopted by the Board of Directors of the
Company (the "Board") at a meeting held on February 7, 2000, the Company
entered into an Amendment No. 1, dated as of February 7, 2000 (the
"Amendment"), to the Rights Agreement (the "Rights Agreement"), dated as of
April 7, 1997, between the Company and BankBoston, N.A. (f/k/a The First
National Bank of Boston), as Rights Agent. The Amendment eliminates the
restriction on the right of the Board to redeem the Rights pursuant to the
terms of the Rights Agreement for 120 days following a change in a majority
of the Board as a result of a proxy contest.

Item 1. Description of Securities to be Registered.

Item 1 of the Form 8-A is hereby amended by amending and restating the
provisions under the heading "Redemption of the Rights" thereof in its
entirety as follows:

"Redemption of the Rights

At any time until the close of business on the tenth
business day following the date of a public announcement
that a person has become an Acquiring Person (the "Stock

Acquisition Date"), the Company may redeem all, but not less than all, the then outstanding Rights at a redemption price of \$.01 per Right (the "Redemption Price"). Immediately upon the action of the Board of Directors of the Company ordering redemption of the Rights, the Rights will terminate and the only right of the holder of Rights will be to receive the Redemption Price."

A copy of the Rights Agreement has been filed with the Commission as an Exhibit to a Current Report on Form 8-K dated April 7, 1997, and a copy of the Amendment is attached hereto as Exhibit 4(b). A copy of each of the Rights Agreement and the Amendment will be available free of charge from the Company. This summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, as amended by the Amendment, which is incorporated herein by reference.

Item 2. Exhibits.

Exhibit No. Description
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- (4)(a) Form of Rights Agreement dated as of April 7, 1997, between the Company and BankBoston, N.A. (f/k/a The First National Bank of Boston), as Rights Agent, which includes as Exhibits A and B thereto the Form of Rights Certificate and the Summary of Rights to Purchase Preferred Stock, respectively (incorporated by reference to Exhibit 4.10 to the Company's Current Report on Form 8-K dated April 7, 1997).
- (4)(b) Form of Amendment No. 1, dated as of February 7, 2000, to the Rights Agreement dated as of April 7, 1997, between the Company and BankBoston, N.A. (f/k/a The First National Bank of Boston), as Rights Agent (incorporated by reference to Exhibit (4)(b) to Amendment No. 2 to the Company's Form 8-A Registration Statement filed with the Commission on February 8, 2000).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

XEROX CORPORATION (Registrant)

By: /s/ Martin S. Wagner

Name: Martin S. Wagner
Title: Assistant Secretary

Date: February 8, 2000

EXHIBIT INDEX

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AMENDMENT NO. 1 TO RIGHTS AGREEMENT

AMENDMENT NO.1, dated as of February 7, 2000 ("this Amendment"), to the Rights Agreement, dated as of April 7, 1997 (the "Rights Agreement"), between XEROX CORPORATION, a New York corporation (the "Company"), and BANKBOSTON, N.A. (f/k/a THE FIRST NATIONAL BANK OF BOSTON), a national banking association, as Rights Agent (the "Rights Agent").

W I T N E S S E T H
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WHEREAS, the Company and the Rights Agent entered into the Rights Agreement specifying the terms of the Rights (as defined therein);

WHEREAS, the Company and the Rights Agent desire to amend the Rights Agreement in accordance with Section 27 of the Rights Agreement;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth in the Rights Agreement and this Amendment, the parties hereby agree as follows:

1. Section 23 of the Rights Agreement is hereby amended by deleting subsection (c) thereof in its entirety.

2. The Form of Rights Certificate, attached as Exhibit A to the Rights Agreement, is hereby amended by deleting the last sentence of the sixth paragraph thereof.

3. The Summary of Rights to Purchase Preferred Stock, attached as Exhibit B to the Rights Agreement, is hereby amended by deleting the last sentence of the paragraph under the heading "Redemption of the Rights" thereof.

4. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended by this Amendment.

5. This Amendment shall be deemed effective as of the date first above written. Except as amended hereby, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

6. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment and of the Rights Agreement, shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

7. This Amendment shall be deemed to be a contract made under the laws of the State of New York and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

8. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

XEROX CORPORATION

By: -----
Name: Eunice M. Filter
Title: Vice President, Treasurer
and Secretary

Attest: -----
Name: Martin S. Wagner
Title: Assistant Secretary

BANKBOSTON, N.A. (f/k/a THE FIRST NATIONAL BANK OF BOSTON)

By: -----

Name:

Title:

Attest: -----

Name:

Title: