

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>VARON LESLIE F</u> (Last) (First) (Middle) <u>P. O. BOX 1600</u> <u>800 LONG RIDGE ROAD</u> (Street) <u>STAMFORD CT 06904</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President & Secretary</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							26,358.0725	D	
Common Stock							3,510.47	I	Employee Stock Ownership Plan
Common Stock							5	I	Spouse
Incentive Stock Rights							19,000	D	
Xerox Stock Fund							804.931	I	Xerox Stock Fund

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$4.75						01/01/2002 ⁽¹⁾	12/31/2010	Common Stock	10,200	10,200	D	
Stock Option	\$7.885						01/01/2004 ⁽¹⁾	12/31/2012	Common Stock	46,800	46,800	D	
Stock Option	\$9.25						01/01/2004	12/31/2010	Common Stock	10,000	10,000	D	
Stock Option	\$10.365						01/01/2003 ⁽¹⁾	12/31/2011	Common Stock	46,800	46,800	D	
Stock Option	\$21.7812						01/01/2001 ⁽¹⁾	12/31/2009	Common Stock	19,000	19,000	D	
Stock Option	\$25.8125						03/01/2003	12/31/2009	Common Stock	2,580	2,580	D	
Stock Option	\$44.1563						01/01/1999	12/31/2005	Common Stock	3,400	3,400	D	
Stock Option	\$59.4375						01/01/2000 ⁽¹⁾	12/31/2006	Common Stock	628	628	D	
Stock Option	\$59.4375						01/01/2000 ⁽¹⁾	12/31/2008	Common Stock	3,050	3,050	D	
Stock Options	\$13.685						01/01/2005 ⁽¹⁾	12/31/2011	Common Stock	31,000	31,000	D	

Explanation of Responses:

1. Options vest over three years, 33.3% per year beginning in year shown.

Kate Fizer, Attorney-In-Fact 02/09/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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