

Prospectus Supplement No. 22
 (To Prospectus dated August 10, 1998
 and to Prospectus Supplement No. 11
 dated December 22, 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"), as supplemented by Prospectus Supplement No. 11 dated December 22, 1998 (the "Prior Supplement"), 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 amended and 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 AND THE PRIOR SUPPLEMENT

(In U.S. Dollars)		
EQ Financial Consultants Equi-Vest Total Return Fund	0	1,020,000
Equi-Select Series Trust- Total Return Portfolio 35,000	0	200,000
GCG Total Return Series	1,220,000	None

The date of this Prospectus Supplement is January 24, 2000.