

Pricing Supplement No. 1027 Dated: April 10, 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: \$150,000,000
Issue Price: 99.768% of Principal Amount (see below under "If as
Principal" if Agent is acting as Principal)
Proceeds to Company: 99.143% of Principal Amount (or \$148,714,500)
Original Issue Date (Settlement Date): April 15, 1996
Maturity Date: April 16, 2001
Agent: Lehman Brothers Inc.
Agent's Discount or Commission: 0.625% of Principal Amount
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: 6.625% per annum

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

Early redemption at Company's option:
/X/ No / / Yes (see below)

Early repayment at Holder's option:
/X/ No / / Yes (see below)

Option to extend Maturity Date:
/X/ No / / Yes (see below)

Option to reset interest rate:
/X/ No / / Yes (see Attachment)

ATTACHMENT

Interest on the Note will be payable semi-annually on the 16th of
each October and April, commencing October 16, 1996, through and
including the Maturity Date (each, an "Interest Payment Date"),
and the Regular Record Date in respect of each Interest Payment
Date will be the 1st day (whether or not a Business Day) of the
month in which such Interest Payment Date occurs or is deemed to
occur.

