

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>HATCH GILBERT</u> (Last) (First) (Middle) 800 LONG RIDGE ROAD P. O. BOX 1600 (Street) STAMFORD CT 06904 (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>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2004	
	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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2004		J ⁽²⁾		238	A	\$0	49,551	D	
Common Stock	10/13/2004		F ⁽²⁾		4	D	\$0	49,547	D	
Incentive Stock Rights	10/13/2004		J ⁽²⁾		238	A	\$0	238	D	
Incentive Stock Rights	10/13/2004		J ⁽²⁾		238	D	\$0	0	D	
Common Stock								4,171.66	I	Xerox Employee Stock Ownership Plan
Xerox Stock Fund								18,037.294 ⁽¹⁾	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$4.75							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	81,000	81,000	D	
Stock Option	\$5.14							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	50,000	50,000	D	
Stock Option	\$7.885							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	121,500	121,500	D	
Stock Option	\$10.365							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	121,500	121,500	D	
Stock Option	\$21.7812							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	40,000	40,000	D	
Stock Option	\$25.8125							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	7,735	7,735	D	
Stock Option	\$31.9375							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	49,950	49,950	D	
Stock Option	\$36.7032							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	31,150	31,150	D	
Stock Option	\$46.875							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	16,350	16,350	D	
Stock Option	\$59.4375							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	992	992	D	
Stock Option	\$13.685							08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	61,000	61,000	D	

Explanation of Responses:

1. Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.
2. Vesting of Incentive Stock Rights previously reported as cancelled on date of death
3. Exercise date accelerated to date of death and expiration date accelerated to one year following date of death

K. W. Fizer, Attorney-In-Fact 10/15/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.