

BURNS URSULA M
Form 4
November 03, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS URSULA M

2. Issuer Name and Ticker or Trading Symbol
XEROX CORP [XRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 LONG RIDGE ROAD, P. O.
1600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

STAMFORD 06904

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	04/12/2004		G	V 2,958	D \$ 0 (2)	177,447	D
Common Stock						3,316.78	I Employee Stock Ownership Plan
Common Stock	04/12/2004		G	V 2,958	A \$ 0 (2)	3,458	I Children
Incentive Stock Rights						111,800	D

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Xerox Stock Fund	01/31/2004	J ⁽⁵⁾	V	340.191	A	\$ 0 (2)	10,554.368	I	Xerox Stock Fund
Xerox Stock Fund	02/28/2004	J ⁽⁵⁾	V	926.782	A	\$ 0 (2)	11,481.15	I	Xerox Stock Fund
Xerox Stock Fund	03/31/2004	J ⁽⁵⁾	V	218.18	D	\$ 0 (2)	11,262.97	I	Xerox Stock Fund
Xerox Stock Fund	04/30/2004	J ⁽⁵⁾	V	535.795	A	\$ 0 (2)	11,798.765	I	Xerox Stock Fund
Xerox Stock Fund	05/31/2004	J ⁽⁵⁾	V	84.145	A	\$ 0 (2)	11,882.91	I	Xerox Stock Fund
Xerox Stock Fund	08/31/2004	J ⁽⁵⁾	V	165.81	A	\$ 0 (2)	12,048.72	I	Xerox Stock Fund
Xerox Stock Fund	09/30/2004	J ⁽⁵⁾	V	167.99	A	\$ 0 (2)	12,216.71	I	Xerox Stock Fund
Xerox Stock Fund	10/31/2004	J ⁽⁵⁾	V	77.574	A	\$ 0 (2)	12,294.284	I	Xerox Stock Fund
Xerox Stock Fund	11/01/2004	J ⁽¹⁾		12,294.284	D	\$ 0 (2)	0	I	Xerox Stock Fund

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. D

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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
		Code	V	(A)	(D)			
Stock Option	\$ 4.75				01/01/2002 ⁽³⁾	12/31/2010	Common Stock	149,600
Stock Option	\$ 5.14				10/14/2007	12/31/2011	Common Stock	100,000
Stock Option	\$ 7.885				01/01/2004 ⁽³⁾	12/31/2012	Common Stock	280,400
Stock Option	\$ 10.365				01/01/2003 ⁽³⁾	12/31/2011	Common Stock	149,600
Stock Option	\$ 21.7812				01/01/2005	12/31/2009	Common Stock	40,000
Stock Option	\$ 36.7032				01/01/1999 ⁽⁴⁾	12/31/2005	Common Stock	35,658
Stock Option	\$ 46.875				01/01/1999 ⁽³⁾	12/31/2008	Common Stock	15,282
Stock Option	\$ 47.5				03/01/2003	12/31/2009	Common Stock	5,625
Stock Option	\$ 59.4375				01/01/2000 ⁽³⁾	12/31/2006	Common Stock	630
Stock Option	\$ 13.685				01/01/2005 ⁽³⁾	12/31/2011	Common Stock	138,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS URSULA M 800 LONG RIDGE ROAD P. O. 1600 STAMFORD 06904			Senior Vice President	

Signatures

K. W. Fizer,
Attorney-In-Fact

11/03/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Transfer balance into Xerox Savings Plan out of Xerox Stock Fund
- (2) Not Applicable

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- (3) Options vest over three years, 33.3% per year beginning in year shown.
- (4) Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- (5) Units purchased in and loan repayments to Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

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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