

HATCH GILBERT
Form 4
October 15, 2004

FORM 4

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

OMB APPROVAL

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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 *
HATCH GILBERT

(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
XEROX CORP [XRX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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
							4,171.66	I

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Common Stock						Xerox Employee Stock Ownership Plan
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Xerox Stock Fund				18,037.294 <u>(1)</u>	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 4.75					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	81,000
Stock Option	\$ 5.14					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	50,000
Stock Option	\$ 7.885					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	121,500
Stock Option	\$ 10.365					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	121,500
Stock Option	\$ 21.7812					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	40,000
Stock Option	\$ 25.8125					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	7,735
Stock Option	\$ 31.9375					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	49,950
Stock Option	\$ 36.7032					08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	31,150

Stock Option	\$ 46.875	08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	16,350
Stock Option	\$ 59.4375	08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	992
Stock Option	\$ 13.685	08/26/2004 ⁽³⁾	08/26/2005 ⁽³⁾	Common Stock	61,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATCH GILBERT 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904			Senior Vice President	

Signatures

K. W. Fizer,
Attorney-In-Fact

10/15/2004

**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) 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.