

XEROX CORP  
Form 8-K  
November 22, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): November 22, 2004

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**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

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New York  
(State or other jurisdiction  
of incorporation)

1-4471  
(Commission File Number)

16-0468020  
(IRS Employer  
Identification No.)

800 Long Ridge Road  
P. O. Box 1600  
Stamford, Connecticut 06904-1600

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On November 22, 2004 Registrant held its annual Investor Conference in New York City. Attached as Exhibit A to this Report is a copy of Registrant's press release dated November 22, 2004 regarding the Investor Conference.

**Forward Looking Statements**

From time to time we and our representatives, may provide information, whether orally or in writing, including certain statements in this Current Report on Form 8-K, that are forward-looking. These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

We are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Current Report on Form 8-K and other public statements we make. The words anticipate, believe, estimate, expect, intend, will, and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. Information concerning certain factors that could cause actual results to differ materially is included in our third-quarter 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission. We do not intend to update these forward-looking statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

XEROX CORPORATION

By: /s/ Leslie F. Varon

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**By: Leslie F. Varon  
Vice President and**

**Secretary**

Date: November 22, 2004

**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
A	Registrant's press release dated November 22, 2004