

XEROX CORP
Form 8-K
December 07, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): December 6, 2004

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

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)

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

Xerox Capital Trust II 7 1/2% Convertible Trust Preferred Securities Redeemed

On December 6, 2004 Registrant announced that it completed the call for redemption of all issued and outstanding Xerox Capital Trust II 7 1/2% Convertible Trust Preferred Securities due 2021 (the Securities). In lieu of cash redemption, holders of substantially all of the aggregate principal amount of the Securities converted their Securities into shares of common stock of Registrant. Issuance of shares of common stock upon conversion has no impact on diluted earnings per share as they were previously included in Registrant s diluted EPS calculation in accordance with the if converted accounting methodology.

Attached as Exhibit A to this Report is a copy of Registrant s press release dated December 6, 2004 regarding redemption of the Securities.

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

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

Secretary

Date: December 6, 2004

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
A	Registrant's press release dated December 6, 2004