

VARON LESLIE F
 Form 5
 February 09, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 VARON LESLIE F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

P. O. BOX 1600, 800 LONG RIDGE ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06904

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)	(A) or (D)	Amount	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	^	26,358.0725	D	^
Common Stock	^	^	^	^	^	^	^	3,510.47	I	Employee Stock Ownership Plan
Common Stock	^	^	^	^	^	^	^	5	I	Spouse
	^	^	^	^	^	^	^	19,000	D	^

Incentive
Stock
Rights

Xerox
Stock
Fund

^ ^ ^ ^ ^ ^ 804.931 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.

SEC 2270
(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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 4.75	^	^	^	^ ^	01/01/2002 ⁽¹⁾ 12/31/2010	Common Stock	10,200
Stock Option	\$ 7.885	^	^	^	^ ^	01/01/2004 ⁽¹⁾ 12/31/2012	Common Stock	46,800
Stock Option	\$ 9.25	^	^	^	^ ^	01/01/2004 12/31/2010	Common Stock	10,000
Stock Option	\$ 10.365	^	^	^	^ ^	01/01/2003 ⁽¹⁾ 12/31/2011	Common Stock	46,800
Stock Option	\$ 21.7812	^	^	^	^ ^	01/01/2001 ⁽¹⁾ 12/31/2009	Common Stock	19,000
Stock Option	\$ 25.8125	^	^	^	^ ^	03/01/2003 12/31/2009	Common Stock	2,580
Stock Option	\$ 44.1563	^	^	^	^ ^	01/01/1999 12/31/2005	Common Stock	3,400
Stock Option	\$ 59.4375	^	^	^	^ ^	01/01/2000 ⁽¹⁾ 12/31/2006	Common Stock	628
Stock Option	\$ 59.4375	^	^	^	^ ^	01/01/2000 ⁽¹⁾ 12/31/2008	Common Stock	3,050
	\$ 13.685	^	^	^	^ ^	01/01/2005 ⁽¹⁾ 12/31/2011		31,000

Stock
Options

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARON LESLIE F P. O. BOX 1600 800 LONG RIDGE ROAD STAMFORD, CT 06904	^	^	^ Vice President & Secretary	^

Signatures

Kate Fizer,
Attorney-In-Fact

02/09/2005

**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) Options vest over three years, 33.3% per year beginning in year shown.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.