

KABURECK GARY R  
 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 \*  
**KABURECK GARY R**  
 (Last) (First) (Middle)

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 Pres. & Chief Accountant

**P. O. BOX 1600, 800 LONG RIDGE ROAD**  
 (Street)

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

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**STAMFORD, CT 06904**  
 (City) (State) (Zip)

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)	(A) or (D)	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	^	^	^	^	^	^	6,360.036	D	^
Common Stock	^	^	^	^	^	^	3,515.18	I	Employee Stock Ownership Plan
Incentive Stock Rights	^	^	^	^	^	^	19,000	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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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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 4.75	Â	Â	Â	Â	Â	01/01/2002 <sup>(2)</sup>	12/31/2010	Common Stock	10,500
Stock Option	\$ 7.885	Â	Â	Â	Â	Â	01/01/2004 <sup>(2)</sup>	12/31/2012	Common Stock	23,400
Stock Option	\$ 10.365	Â	Â	Â	Â	Â	01/01/2003 <sup>(2)</sup>	12/31/2011	Common Stock	14,100
Stock Option	\$ 21.7812	Â	Â	Â	Â	Â	01/01/2001 <sup>(2)</sup>	12/31/2009	Common Stock	3,310
Stock Option	\$ 25.8125	Â	Â	Â	Â	Â	03/01/2003	12/31/2009	Common Stock	2,081
Stock Option	\$ 44.1563	Â	Â	Â	Â	Â	01/01/1999 <sup>(2)</sup>	12/31/2005	Common Stock	3,000
Stock Option	\$ 59.4375	Â	Â	Â	Â	Â	01/01/2000 <sup>(2)</sup>	12/31/2006	Common Stock	414
Stock Option	\$ 59.4375	Â	Â	Â	Â	Â	01/01/2000 <sup>(2)</sup>	12/31/2008	Common Stock	2,600
Stock Option	\$ 13.685	Â	Â	Â	Â	Â	01/01/2005 <sup>(2)</sup>	12/31/2011	Common Stock	31,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KABURECK GARY R P. O. BOX 1600	Â	Â	Â	Vice Pres. & Chief Accountant Â

800 LONG RIDGE ROAD  
STAMFORD, CT 06904

## Signatures

K.W. 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).
- (2) Options vest over three years, 33.3% per year beginning in year shown.

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