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XEROX CORP  
Form 10-K/A  
July 11, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
(AMENDMENT NO. 3)

(Mark One)

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

For the fiscal year ended: December 31, 2001

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

For the transition period from: to

1-4471 (Commission File Number)

XEROX CORPORATION  
(Exact name of registrant as specified in its charter)

New York  
(State of incorporation)

16-0468020  
(I.R.S. Employer Identification No.)

P.O. Box 1600, Stamford, Connecticut  
(Address of principal executive offices)

06904  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Name of Each Exchange on Which Registered
Common Stock, \$1 par value	New York Stock Exchange Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes:  No:

Indicate by check mark if disclosure of delinquent filers pursuant

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to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ( )

The aggregate market value of the voting stock of the registrant held by non-affiliates as of May 31, 2002 was: \$6,525,261,445

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding at May 31, 2002
Common Stock, \$1 par value.....	727,048,629 Shares

Documents Incorporated By Reference

Portions of the following documents are incorporated herein by reference:

Document	Part of 10-K in Which Incorporated
Xerox Corporation 2001 Annual Report to Shareholders	I & II

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This Amendment No. 3 is being filed only to correct the explanation that accompanied the information contained in Amendment No. 2. All of the financial data and other information contained in Amendment No. 2 remain correct.

The explanation to Amendment No. 2 should read as follows:

"This Amendment No. 2 is being filed to correct EDGAR conversion errors and to correct quarterly information shown in the unaudited 2001 "Quarterly Results of Operations" contained in Registrant's 2001 Annual Report to Shareholders (Exhibit 13 to this Annual Report on Form 10-K). With respect to the unaudited 2001 "Quarterly Results of Operations", Net (Loss) Income was adjusted from the amounts originally reported in the Annual Report on Form 10-K, filed on June 28, 2002, for the effects of interest expense originally misallocated between quarters. The effects of such adjustments were an increase in first quarter 2001 Net Income of \$5 million and (increases) decreases to second, third and fourth quarter 2001 Net Loss of \$3 million, (\$16) million and \$8 million, respectively. There was no impact on the Net Loss for the year."

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

XEROX CORPORATION

/s/ LESLIE F. VARON

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By: \_\_\_\_\_  
Leslie F. Varon  
Vice President and Secretary

July 11, 2002