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XEROX CORP Form 8-K August 09, 2002

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):
August 9, 2002

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York 1-4471 16-0468020 (State or other (Commission File (IRS Employer jurisdiction of Number) Identification incorporation) No.)

800 Long Ridge Road P. O. Box 1600

Stamford, Connecticut 06904-1600 (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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Registrant today submitted to the Securities and Exchange Commission the sworn statements of Registrant's Principal Executive Officer and Principal Financial Officer required by the Commission's Order No. 4-460 pursuant to Section 21 (a)(1) of the Securities Exchange Act of 1934, as amended.

Copies of the sworn statements are attached hereto as Exhibits 99.1 and 99.2.

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

/s/ LESLIE F. VARON

By: Leslie F. Varon
Vice President and Secretary

Date: August 9, 2002

EXHIBIT INDEX

Exhibit 99.1 Statement Under Oath dated August 9, 2002 of Principal Executive Officer.

Exhibit 99.2 Statement Under Oath dated August 9, 2002 of Principal Financial Officer.