

XEROX CORP  
Form S-8 POS  
May 26, 2005

As filed with the Securities and Exchange Commission on May 25, 2005

Registration No. 33-65269

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

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**POST- EFFECTIVE AMENDMENT NO. 1**  
**TO FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*THE SECURITIES ACT OF 1933*

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**XEROX CORPORATION**

(Exact name of Registrant as specified in its charter)

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**New York**  
(State or other jurisdiction of  
incorporation or organization)

**16-0468020**  
(I.R.S. 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)

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**Xerox Canada Inc. Executive Rights Plan**

(Full Title of the Plan)

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**Samuel K. Lee, Esq.**

**Associate General Counsel, Corporate, Finance and Ventures**

**Xerox Corporation**

**800 Long Ridge Road**

**P.O. Box 1600**

**Stamford, Connecticut 06904-1600**

(Name and Address of Agent for Service)

**(203) 968-3000**

(Telephone Number, Including Area Code, of Agent for Service)

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**DEREGISTRATION OF SECURITIES**

On May 20, 2004, the shareholders of Xerox Corporation (the Registrant ) voted to approve for adoption the Xerox Corporation 2004 Performance Incentive Plan (the 2004 Plan ) to replace, among other plans, the Xerox Canada Inc. Executive Rights Plan (the Predecessor Plan ). This Post-Effective Amendment No. 1 to Registrant s Registration Statement No. 33-65269 on Form S-8 filed with the Securities and Exchange Commission on December 22, 1995 (the Registration Statement ) is filed to deregister an aggregate of 212,684 shares previously registered that remained available for issuance under the Predecessor Plan prior to the approval of the 2004 Plan. The 212,684 shares deregistered by this Post-Effective Amendment will be registered on a contemporaneously filed registration statement on Form S-8 for the 2004 Plan. The Registration Statement will remain in effect to cover the potential exercise of any outstanding options or awards previously granted under the Predecessor Plan.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(24)(a)	Certified Resolutions of the Board of Directors of Xerox Corporation.*
(24)(b)	Powers of Attorney for Xerox Corporation.*

\* Filed herewith.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut on the 25th day of May, 2005.

XEROX CORPORATION

By: \_\_\_\_\_ \*

**Anne M. Mulcahy**

**Chairman of the Board and**

**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities indicated on the 25th day of May, 2005.

<u>Name</u>	<u>Capacities</u>
* _____ <b>Anne M. Mulcahy</b> *	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
<b>Lawrence A. Zimmerman</b> *	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<b>Gary R. Kabureck</b> *	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<b>Glenn A. Britt</b> *	Director
<b>Richard J. Harrington</b> *	Director
<b>William Curt Hunter</b> *	Director
<b>Vernon E. Jordan, Jr.</b> *	Director
<b>Ralph S. Larsen</b> *	Director
<b>N. J. Nicholas, Jr.</b> *	Director
<b>Ann N. Reese</b>	

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Director

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**Stephen Robert**

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\*By: /s/ SAMUEL K. LEE

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**Samuel K. Lee**

**Attorney-in-Fact**