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XEROX CORP
Form 10-Q/A
December 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
AMENDMENT NO. 2 TO FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-4471

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

New York 16-0468020
(State or other jurisdiction (IRS Employer Identification No.)
of incorporation or organization)

P.O. Box 1600
Stamford, Connecticut 06904-1600
(Address of principal executive offices) (Zip Code)

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

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 X

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

| Class | Outstanding at October 31, 2001 |
|---------------------------------------|---------------------------------|
| Common Stock, par value \$1 per share | 719,988,021 shares |

This document consists of 4 pages.

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Xerox Corporation
Form 10-Q/A
Amendment No. 2 to Form 10-Q
September 30, 2001

Explanation of amendment:

Registrant is filing this Amendment No. 2 to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001 initially filed with the Securities and Exchange Commission on November 13, 2001 solely to (i) correct the results of votes cast upon the election of directors for the ensuing year and (ii) include the results of votes cast upon the shareholder proposal relating to discretionary voting under the heading "Submission of Matters to a Vote of Security Holders" in Item 4 of Part II. Except as so amended and except as amended by Amendment No. 1 to Registrant's 2001 Form 10-Q for the quarterly period ended September 30, 2001 filed with the Securities and Exchange Commission on November 15, 2001, no attempt has been made in this Amendment No. 2 to update Registrant's disclosures for events subsequent to November 15, 2001.

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For additional information about The Document Company Xerox, please visit our World-Wide Web site at www.xerox.com/investor. Any information on or linked from the website is not incorporated by reference into the form 10-Q/A.

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of Xerox Corporation was duly called and held on August 28, 2001 at Sheraton Stamford, 2701 Summer Street, Stamford, Connecticut.

Proxies for the meeting were solicited on behalf of the Board of Directors of

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the Registrant pursuant to Regulation 14A of the General Rules and Regulations of the Commission. There was no solicitation in opposition to the Board of Directors' nominees for election as directors as listed in the Proxy Statement, and all nominees were elected.

At the meeting, votes were cast upon the election of directors as described in the Proxy Statement for the meeting (filed with the Commission pursuant to Regulation 14A and incorporated herein by reference) as follows:

Proposal 1 - Election of directors for the ensuing year.

| Name | For | Withheld Vote |
|------------------------|-------------|---------------|
| Paul A. Allaire | 597,265,893 | 35,970,997 |
| Antonia Ax:son Johnson | 603,352,563 | 29,884,327 |
| Vernon E. Jordan, Jr. | 591,813,952 | 41,422,937 |
| Yotaro Kobayashi | 604,829,289 | 28,407,601 |
| Hilmar Kopper | 604,134,385 | 29,102,505 |
| Ralph S. Larsen | 604,221,664 | 29,015,225 |
| George J. Mitchell | 583,821,921 | 49,414,969 |
| Anne M. Mulcahy | 605,753,850 | 27,483,040 |
| N. J. Nicholas, Jr. | 603,752,289 | 29,484,601 |
| John E. Pepper | 604,517,728 | 28,719,162 |
| Barry D. Romeril | 596,083,897 | 37,152,993 |
| Martha R. Seger | 603,551,764 | 29,685,126 |
| Thomas C. Theobald | 602,811,655 | 30,425,235 |

Proposal 2 - Shareholder proposal relating to discretionary voting.

| | |
|-----------------|-------------|
| For - | 78,276,286 |
| Against - | 346,284,543 |
| Abstain - | 14,366,463 |
| Broker Non-vote | 194,309,597 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

XEROX CORPORATION

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(Registrant)

/s/ Gary R. Kabureck

Date: December 13, 2001

By Gary R. Kabureck
Assistant Controller and
Chief Accounting Officer
(Principal Accounting Officer)