

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2003-02-10**  
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### SUBJECT COMPANY

#### **XEROX CORP**

CIK: **108772** | IRS No.: **160468020** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-33994** | Film No.: **03546023**  
SIC: **3577** Computer peripheral equipment, nec

Mailing Address  
800 LONG RIDGE ROAD  
PO BOX 1600  
STAMFORD CT 06904

Business Address  
800 LONG RIDGE RD  
P O BOX 1600  
STAMFORD CT 06904-1600  
2039683000

### FILED BY

#### **STATE STREET BANK & TRUST CO**

CIK: **93748** | IRS No.: **041867445** | State of Incorporation: **MA** | Fiscal Year End: **0630**  
Type: **SC 13G**

Mailing Address  
200 NEWPORT AVENUE  
JQ3N  
NORTH QUINCY MA 02171

Business Address  
200 NEWPORT AVENUE  
JQ3N  
NORTH QUINCY MA 02171  
6179852106

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
ANNUAL FILING

XEROX CORPORATION  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE CLASS OF SECURITIES)  
984121103  
(CUSIP NUMBER)  
12/31/2002  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS  
SCHEDULE IS FILED:

- RULE 13D-1(B)  
 RULE 13D-1(C)  
 RULE 13D-1(D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A  
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE  
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT  
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED  
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL  
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE  
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE  
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL  
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 984121103

13G

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, ACTING IN VARIOUS FIDUCIARY  
CAPACITIES. 04-1867445
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
16,790,894 SHARES
6. SHARED VOTING POWER  
71,638,281 SHARES (INCLUDES 7,023,439 SHARES CONV.PFD SHARES.

- 1 PFD = 6 COM VOTING)  
7. SOLE DISPOSITIVE POWER  
18,881,577 SHARES  
8. SHARED DISPOSITIVE POWER  
71,574,317 SHARES (INCLUDES 7,023,439 SHARES CONV. PFD SHARES.  
1 PFD = 6 COM)  
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
90,455,894 SHARES (INCLUDES 7,023,439 SHARES CONV. PFD SHARES.  
1 PFD = 6 COM)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.6%

12. TYPE OF REPORTING PERSON\*

BK

SCHEDULE 13G

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ITEM 1.

(A) NAME OF ISSUER

XEROX CORPORATION

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

800 LONG RIDGE ROAD  
P.O. BOX 1600  
STAMFORD, CONNECTICUT 06904-1600

ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

984121103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

ITEM 4. OWNERSHIP

- (A) AMOUNT BENEFICIALLY OWNED  
90,455,894 SHARES
- (B) PERCENT OF CLASS  
11.6%
- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF  
16,790,894 SHARES
  - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF  
71,638,281 SHARES
  - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
18,881,577 SHARES
  - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
71,574,317 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

XEROX CORP. PROFIT SHARING AND SAVINGS AND ESOP PLANS = 9.2%

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) :

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND

TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

10 FEBRUARY 2003

STATE STREET CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/S/ SUSAN C. DANIELS  
VICE PRESIDENT