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XEROX CORP
Form 11-K
July 12, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended: December 31, 2001

OR

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

For the transition period from _____ to _____

Commission File Number 1-4471

A. Full title of the plan and address of the plan, if different from
that of the issuer named below:

THE PROFIT SHARING PLAN OF XEROX CORPORATION AND THE XEROGRAPHIC
DIVISION, UNION OF NEEDLETRADES, INDUSTRIAL AND TEXTILE EMPLOYEES,

A.F.L. - C.I.O. - C.L.C.

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

XEROX CORPORATION
P.O. BOX 1600
STAMFORD, CONNECTICUT 06904-1600

REQUIRED INFORMATION

The Profit Sharing Plan of Xerox Corporation and The Xerographic Division, Union of Needletrades, Industrial and Textile Employees, A.F.L. - C.I.O. - C.L.C. (the "Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements and schedules of the Plan at December 31, 2001 and 2000 and for the year ended December 31, 2001, which have been prepared in accordance with the financial reporting requirements of ERISA, are filed herewith as Exhibit 99-1 and incorporated herein by reference.

EXHIBITS

Exhibit Number

Description

99-1

Financial Statements and Schedule of the
Plan at December 31, 2001 and 2000
and for the year ended December 31, 2001

99-2

Consent of PricewaterhouseCoopers LLP,

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independent accountants

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the person who administers the Plan has duly caused this actual report to be signed on its behalf by the undersigned who is thereunto duly authorized.

THE PROFIT SHARING PLAN OF XEROX CORPORATION AND THE XEROGRAPHIC DIVISION, UNION OF NEEDLETRADES, INDUSTRIAL AND TEXTILE EMPLOYEES, A.F.L. - C.I.O. - C.L.C.

/s/ Lawrence M. Becker

Lawrence M. Becker
Joint Administrative Board, Plan Administrator

Stamford, Connecticut
Date: July 12, 2002