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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California - U.S.A.

	5	SOLE VOTING POWER	
NUMBER OF SHARES		95,846,557	
	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,203,800	
	7	SOLE DISPOSITIVE POWER	
WITH		102,784,557	
	8	SHARED DISPOSITIVE POWER	
		0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,784,557

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

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.0%

12 TYPE OF REPORTING PERSON*

IA

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Item 1(a) Name of Issuer:
Xerox Corp

Item 1(b) Address of Issuer's Principal Executive Offices:
800 Long Ridge Road
PO Box 1600
Stamford, CT 06904-1600

Item 2(a) Name of Person Filing:
Dodge & Cox

Item 2(b) Address of the Principal Office or, if none, Residence:

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One Sansome St., 35th Floor
San Francisco, CA 94104

- Item 2(c) Citizenship:
California - U.S.A.
- Item 2(d) Title of Class of Securities:
Common
- Item 2(e) CUSIP Number:
984121103
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b),
or 13d-2(b), check whether the person filing is a:
- (e) Investment Advisor registered under section 203 of
the Investment Advisors Act of 1940
- Item 4 Ownership:
- (a) Amount Beneficially Owned:
102,784,557
- (b) Percent of Class:
13.0%
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- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote:
95,846,557
- (ii) shared power to vote or direct the vote:
1,203,800
- (iii) sole power to dispose or to direct the
disposition of: 102,784,557
- (iv) shared power to dispose or to direct the
disposition of: 0
- 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:
Securities reported on this Schedule 13G are beneficially
owned by clients of Dodge & Cox, which clients may include
investment companies registered under the Investment
Company Act and/or employee benefit plans, pension funds,
endowment funds or other institutional clients.
- 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.

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Item 9 Notice of Dissolution of a Group:
Not applicable.

Item 10 Certification:
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 purpose or effect.

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.

Dated: February 17, 2004

DODGE & COX

By: /s/ THOMAS M. MISTELE

Name: Thomas M. Mistele
Title: Vice President

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