

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE
(State or other jurisdiction
of incorporation or organization)

38-1016240
(I.R.S. Employer
Identification No.)

700 Terrace Point Drive
Muskegon, Michigan 49443-3301
Telephone: (616) 724-5000
(Address, including zip code, telephone number, including area code, of
registrant's principal executive offices)

SPX CORPORATION RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN
(Full title of the plan)

Christopher J. Kearney
Vice President, Secretary and General Counsel
SPX Corporation
700 Terrace Point Drive
Muskegon, Michigan 49443-3301
Telephone: (616) 724-5000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
George C. McKann, Esq.
Gardner, Carton & Douglas
321 North Clark Street, Suite 3200
Chicago, Illinois 60610

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered -----	Amount to be Registered(1)(2) -----	Proposed Maximum Offering Price Per Share -----	Proposed Maximum Aggregate Offering Price -----	Amount of Registration Fee -----
Common Stock, par value \$10 per share (3)(4)	1,000,000	\$65.75	\$ 65,750,000	\$18,279

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Together with an indeterminable number of additional securities in order to adjust the number of securities reserved for issuance pursuant to the plan as the result of a stock split, stock dividend or similar transaction affecting the Common Stock, pursuant to 17 C.F.R. Section 230.416.
- (3) Includes associated rights ("Rights") to purchase Series A Junior Participating Preferred Stock of the Registrant that will not be exercisable or evidenced separately from the Common Stock of the Registrant prior to the occurrence of certain events.
- (4) Estimated in accordance with Rule 457(c) and (h)(1), the proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based upon the average of the high and low prices reported on the New York Stock Exchange on January 4, 1999.

SPX CORPORATION

REGISTRATION STATEMENT ON FORM S-8

INCORPORATION BY REFERENCE OF EARLIER REGISTRATION STATEMENT ON FORM S-8

SPX Corporation ("Registrant" or the "Company") has earlier filed a registration statement on Form S-8 (File No. 333-29843) relating to the SPX Corporation Retirement Savings and Stock Ownership Plan (the "Earlier Registration Statement"). This Registration Statement registers additional shares and plan interests for offering pursuant to such plan. Subject to Item 3 of Part II of this Registration Statement, the contents of the Earlier Registration Statement are incorporated herein by reference.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

There are hereby incorporated by reference in to this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (the "Commission") by the Registrant or the SPX Corporation Retirement Savings and Stock Ownership Plan (the "Plan"):

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997;
2. The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 1998;
3. The Registrant's Current Reports on Form 8-K dated July 20, 1998 (as amended September 9, 1998); August 14, 1998; October 5, 1998; October 9, 1998 (as amended November 5, 1998) and January 6, 1999;
4. The description of Registrant's capital stock contained in the Company's Registration Statements pursuant to Section 12 of the Exchange Act and any amendments or reports filed for the purpose of updating any such descriptions; and
5. The Plan's Annual Report on Form 11-K for the year ended December 31, 1997.

In addition, each document filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this registration statement, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Peter H. Merlin, who is a director of the Company and a partner of Gardner, Carton & Douglas, which is delivering the opinion filed as Exhibit 5.1 to this Registration Statement, beneficially owned 13,336 shares of the Company's Common Stock as of March 16, 1998.

ITEM 8. INDEX TO EXHIBITS.

Exhibit Number	Description of Document
4.1	Rights Agreement dated as of June 25, 1996 between the Company and The Bank of New York, as Rights Agents, relating to Rights to purchase Preferred Stock under certain

circumstances, incorporated herein by reference from the Company's Registration Statement on Form 8-A filed on June 26, 1996.

- 4.2 Amendment No. 1 to Rights Agreement, effective October 22, 1997, between the Company and The Bank of New York, incorporated herein by reference from the Company's Registration Statement on Form 8-A/A filed on January 9, 1998.
- 23(i) Consent of Arthur Andersen LLP
- 23(ii) Consent of Ernst & Young LLP
- 24.1 Powers of Attorney (included on signature page)

The Registrant hereby undertakes to submit the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and to make all changes required by the IRS in order to qualify the Plan under Section 401(a) of the Internal Revenue Code of 1986, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Muskegon, State of Michigan, on this 16th day of December 1998.

SPX CORPORATION

By: /s/ Patrick J. O'Leary

 Patrick J. O'Leary
 Vice President Finance,
 Treasurer and Chief
 Financial and Accounting Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John B. Blystone, Christopher J. Kearney or Patrick J. O'Leary, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement and any or all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents required to be filed with respect therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises in order to effectuate the same as fully to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents or his or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 16th day of December 1998.

/s/ John B. Blystone

/s/ Patrick J. O'Leary

 John B. Blystone
 Chairman, President and
 Chief Executive Officer
 Director

 Patrick J. O'Leary
 Vice President Finance
 Treasurer and Chief Financial
 Officer and Accounting Officer

/s/ J. Kermit Campbell

/s/ Sarah R. Coffin

 J. Kermit Campbell
 Director

 Sarah R. Coffin
 Director

/s/ Frank A. Ehmann

/s/ Charles E. Johnson II

 Frank A. Ehmann
 Director

 Charles E. Johnson
 Director

/s/ Ronald L. Kerber

/s/ Peter H. Merlin

 Ronald L. Kerber
 Director

 Peter H. Merlin
 Director

/s/ David P. Williams

 David P. Williams
 Director

Pursuant to the requirements of the Securities Act of 1933, as amended, the SPX Administrative Committee, which administers the Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Muskegon, state of Michigan, on this 16th day of December 1998.

SPX CORPORATION RETIREMENT
SAVINGS AND STOCK OWNERSHIP PLAN

By: /s/ Christopher J. Kearney

Name: Christopher J. Kearney
Title: Vice President, Secretary,
General Counsel & Member
of the SPX
Administrative Committee

INDEX TO EXHIBITS

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23(i)	Consent of Arthur Andersen LLP
23(ii)	Consent of Ernst & Young LLP
24.1	Powers of Attorney (included on signature page)

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated February 5, 1998 (except with respect to the matter discussed in Note 17, as to which the date is February 17, 1998) included in SPX Corporation's Form 10-K for the year ended December 31, 1997, and to all references to our firm included in or made a part of this registration statement.

ARTHUR ANDERSEN LLP

Chicago, Illinois
January 5, 1999

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the SPX Corporation Registration Statement on Form S-8 pertaining to the SPX Corporation Retirement Savings and Stock Ownership Plan of our report dated January 23, 1998 with respect to the financial statements and schedule of General Signal Corporation and consolidated subsidiaries included in the General Signal Corporation Annual Report (Form 10-K) for the year ended December 31, 1997 filed with the Securities and Exchange Commission and incorporated by reference in the current report filed by SPX Corporation on Form 8-K/A dated November 5, 1998.

ERNST & YOUNG LLP

Stamford, Connecticut

January 5, 1999