

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**SPX Corporation**

(Name of Issuer)

**Common Stock, \$10.00 par value**

(Title of Class of Securities)

**784635104**

(CUSIP Number)

**Ralph V. Whitworth  
Relational Investors, LLC  
12400 High Bluff Road, Suite 600  
San Diego, CA 92130  
(858) 704-3333**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**August 2, 2005**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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. 784635104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
2,654,665

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
2,654,665

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,654,665

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
3.53%

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14. Type of Reporting Person (See Instructions)  
IA/HC/OO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
518,474

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
518,474

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
518,474

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.69%

---

14. Type of Reporting Person (See Instructions)  
PN

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3

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Fund Partners, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC/OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
21,430

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
21,430

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
21,430

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.03%

---

14. Type of Reporting Person (See Instructions)  
PN

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4

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Coast Partners, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC/OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
46,621

---

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
46,621

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
46,621

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.06%

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14. Type of Reporting Person (See Instructions)  
PN

---

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Partners, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
17,714

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
17,714

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
17,714

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.02%

---

14. Type of Reporting Person (See Instructions)  
PN

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6

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 1, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC/OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
343,184

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
343,184

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
343,184

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
0.46%

---

14. Type of Reporting Person (See Instructions)  
PN

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7

---

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 2, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC/OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
393,891

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
393,891

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
393,891

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.52%

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14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 4, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b) o

---

3. SEC Use Only

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4. Source of Funds (See Instructions)  
WC

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
77,756

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
77,756

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
77,756

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.10%

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14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 6, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
83,016

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
83,016

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
83,016

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
0.11%

14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 7, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
45,732

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
45,732

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
45,732

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
0.06%

14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
26,367

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
26,367

10. Shared Dispositive Power  
-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,367

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
0.04%

14. Type of Reporting Person (See Instructions)  
PN

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
541,881

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
541,881

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
541,881

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.72%

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14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors X, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
39,865

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
39,865

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
39,865

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.05%

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14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XI, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
101,947

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
101,947

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
101,947

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.14%

---

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XII, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
WC

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
47,289

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

---

9. Sole Dispositive Power  
47,289

---

10. Shared Dispositive Power  
-0-

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
47,289

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0.06%

---

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Ralph V. Whitworth

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
NA

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
United States

---

7. Sole Voting Power  
-0-

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
2,654,665

---

9. Sole Dispositive Power  
-0-

---

10. Shared Dispositive Power  
2,654,665

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,654,665

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
3.53%

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14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
David H. Batchelder

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
NA

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
United States

7. Sole Voting Power  
-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
2,654,665

9. Sole Dispositive Power  
-0-

10. Shared Dispositive Power  
2,654,665

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,654,665

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
3.53%

14. Type of Reporting Person (See Instructions)

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Joel L. Reed

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
NA

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
United States

7. Sole Voting Power  
-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
2,654,665

9. Sole Dispositive Power  
-0-

10. Shared Dispositive Power  
2,654,665

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,654,665

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
3.53%

14. Type of Reporting Person (See Instructions)  
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
James J. Zehentbauer

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
NA

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
United States

---

7. Sole Voting Power  
-0-

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
2,654,665

---

9. Sole Dispositive Power  
-0-

---

10. Shared Dispositive Power  
2,654,665

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,654,665

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
3.53%

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**Item 1. Security and Issuer**

This statement on Schedule 13D (this “**Statement**”) relates to the common stock, par value \$10.00 per share (the “**Shares**”), of SPX Corporation, a Delaware corporation (the “**Issuer**”). The Issuer’s principal executive offices are located at 13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277.

**Item 2. Identity and Background**

This Statement is being filed by and on behalf of Relational Investors, L.P. (“**RILP**”), Relational Fund Partners, L.P. (“**RFP**”), Relational Coast Partners, L.P. (“**RCP**”), Relational Partners, L.P. (“**RP**”), RH Fund 1, L.P. (“**RH1**”), RH Fund 2, L.P. (“**RH2**”), RH Fund 4, L.P. (“**RH4**”), RH Fund 6, L.P. (“**RH6**”), RH Fund 7, L.P. (“**RH7**”), Relational Investors III, L.P. (“**RI III**”), Relational Investors VIII, L.P. (“**RI VIII**”), Relational Investors X, L.P. (“**RI X**”), Relational Investors XI, L.P. (“**RI XI**”) and Relational Investors XII, L.P. (“**RI XII**”). Each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI and RI XII is a Delaware limited partnership. The principal business of each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI and RI XII is investing in securities.

This Statement is also being filed by and on behalf of Relational Investors, LLC (“**RILLC**”), a Delaware limited liability company. The principal business of RILLC is being the sole general partner of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI and RI XII and the sole managing member of Relational Asset Management LLC and Relational Investors X GP LLC which serve as the general partners of RI III and RI X, respectively. RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI, RI XII and certain investment accounts are the beneficial owners of the securities covered by this Statement. Pursuant to the Limited Partnership Agreement of each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI and RI XII and the investment management agreement for the accounts managed by RILLC, RILLC has sole investment discretion and voting authority with respect to the securities covered by this Statement.

This Statement is also being filed by and on behalf of Ralph V. Whitworth, David H. Batchelder, Joel L. Reed and James J. Zehentbauer. Messrs. Whitworth, Batchelder, Reed and Zehentbauer are the Principals of RILLC, in which capacity they share voting control and dispositive power over the securities covered by this Statement. Messrs. Whitworth, Batchelder, Reed and Zehentbauer, therefore, may be deemed to have shared indirect beneficial ownership of such securities. The present principal occupation of each of Messrs. Whitworth and Batchelder is serving as Principals of RILLC. The present principal occupation of Messrs. Reed and Zehentbauer is serving as a Principal of Relational Advisors LLC (Messrs. Whitworth, Batchelder, Reed and Zehentbauer, together with RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI, RI XII and RILLC, hereinafter, the “**RI Reporting Persons**”).

During the last five years, none of the RI Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The business address of each of the RI Reporting Persons is 12400 High Bluff Road, Suite 600, San Diego, CA 92130.

Messrs. Whitworth, Batchelder, Reed and Zehentbauer are citizens of the United States.

**Item 3. Source and Amount of Funds or Other Consideration**

Not applicable.

**Item 4. Purpose of the Transaction.**

As of the date hereof, none of the RI Reporting Persons has any present plan or intention which would result in or relate to any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date of this Statement, the RI Reporting Persons beneficially owned in the aggregate 2,654,665 Shares, constituting 3.53% of the outstanding Shares. The percentage of Shares owned being based upon 75,145,003 Shares outstanding on April 29, 2005, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005. The RI Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	PERCENT OF OUTSTANDING SHARES
RILLC	349,498	0.47%
RILP	518,474	0.69%
RFP	21,430	0.03%
RCP	46,621	0.06%
RP	17,714	0.02%
RH1	343,184	0.46%
RH2	393,891	0.52%
RH4	77,756	0.10%
RH6	83,016	0.11%
RH7	45,732	0.06%
RI III	26,367	0.04%
RI VIII	541,881	0.72%
RI X	39,865	0.05%
RI XI	101,947	0.14%
RI XII	47,289	0.06%

RILLC, in its capacity as an investment advisor, may be deemed to possess direct beneficial ownership of the 349,498 Shares that are owned by its clients and held in accounts it manages. Additionally, RILLC, as

the sole general partner of each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI and RI XII (collectively, the "**Relational LPs**") and as the sole managing member of the general partners of RI III and RI X, may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 2,654,665 Shares beneficially owned by RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI and RI XII because the limited partnership agreements of the Relational LPs and the investment management agreement for the accounts managed by RILLC specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer, as Principals of RILLC, may be deemed to share indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the RI Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

(b) RILP has the sole power to vote or direct the vote of 518,474 Shares and the sole power to dispose or direct the disposition of such Shares.

RFP has the sole power to vote or direct the vote of 21,430 Shares and the sole power to dispose or direct the disposition of such Shares.

RCP has the sole power to vote or direct the vote of 46,621 Shares and the sole power to dispose or direct the disposition of such Shares.

RP has the sole power to vote or direct the vote of 17,714 Shares and the sole power to dispose or direct the disposition of such Shares.

RH1 has the sole power to vote or direct the vote of 343,184 Shares and the sole power to dispose or direct the disposition of such Shares.

RH2 has the sole power to vote or direct the vote of 393,891 Shares and the sole power to dispose or direct the disposition of such Shares.

RH4 has the sole power to vote or direct the vote of 77,756 Shares and the sole power to dispose or direct the disposition of such Shares.

RH6 has the sole power to vote or direct the vote of 83,016 Shares and the sole power to dispose or direct the disposition of such Shares.

RH7 has the sole power to vote or direct the vote of 45,732 Shares and the sole power to dispose or direct the disposition of such Shares.

RI III has the sole power to vote or direct the vote of 26,367 Shares and the sole power to dispose or direct the disposition of such Shares.

RI VIII has the sole power to vote or direct the vote of 541,881 Shares and the sole power to dispose or direct the disposition of such Shares.

RI X has the sole power to vote or direct the vote of 39,865 Shares and the sole power to dispose or direct the disposition of such Shares.

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RI XI has the sole power to vote or direct the vote of 101,947 Shares and the sole power to dispose or direct the disposition of such Shares.

RI XII has the sole power to vote or direct the vote of 47,289 Shares and the sole power to dispose or direct the disposition of such Shares.

RILLC has the sole power to vote or direct the vote of 349,498 Shares held by accounts which it manages, and the sole power to dispose or direct the disposition of such Shares. In addition, RILLC, as sole general partner of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI and RI XII and as the sole managing member of the general partners of RI III and RI X, may be deemed to have the sole power to vote or direct the vote of 2,305,167 Shares held by such Reporting Persons, and the sole power to dispose or direct the disposition of such Shares.

Messrs. Batchelder, Whitworth, Reed and Zehentbauer, as the Principals of RILLC, may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of the 2,654,665 Shares beneficially owned by the RI Reporting Persons.

(c) All transactions in the Shares by the RI Reporting Persons during the past 60 days are set forth on Exhibit 99.1 attached hereto and incorporated herein by this reference.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by the account managed by RILLC may be delivered to such account.

(e) The RI Reporting Persons ceased to be the beneficial owner of more than 5 percent of the Shares on August 2, 2005.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Except for the joint filing agreement between and among the RI Reporting Persons previously filed as Exhibit C to the Schedule 13D to which this amendment relates, and except for the investment discretion and voting authority described in Item 2 and in the respective partnership agreements of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI III, RI VIII, RI X, RI XI and RI XII which each contain provisions whereby RILLC may, after certain adjustments, receive a percentage of realized or unrealized profits, if any, derived from that partnership's investments, to the best knowledge of the RI Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the RI Reporting Persons or between the RI Reporting Persons and any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

**Item 7. Material to Be Filed as Exhibits.**

99.1 Transactions in the Shares by RI Reporting Persons within the last 60 days.

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**Signatures**

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: August 4, 2005

RELATIONAL INVESTORS, L.P.  
RELATIONAL FUND PARTNERS, L.P.  
RELATIONAL COAST PARTNERS, L.P.

RELATIONAL PARTNERS, L.P.  
RH FUND 1, L.P.  
RH FUND 2, L.P.  
RH FUND 4, L.P.  
RH FUND 6, L.P.  
RH FUND 7, L.P.  
RELATIONAL INVESTORS III, L.P.  
RELATIONAL INVESTORS VIII, L.P.  
RELATIONAL INVESTORS X, L.P.  
RELATIONAL INVESTORS XI, L.P.  
RELATIONAL INVESTORS XII, L.P.

By: RELATIONAL INVESTORS, LLC  
as general partner to each, except as the sole managing member of the general partners of Relational Investors III, L.P. and  
Relational Investors X, L.P.

By: /s/ Ralph V. Whitworth  
Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: /s/ Ralph V. Whitworth  
Ralph V. Whitworth, Principal

/s/ Ralph V. Whitworth  
Ralph V. Whitworth

/s/ David H. Batchelder  
David H. Batchelder

/s/ Joel L. Reed  
Joel L. Reed

/s/ James J. Zehentbauer  
James J. Zehentbauer



## TRANSACTIONS BY REPORTING PERSONS IN LAST 60 DAYS

Beneficial Ownership	Purchase or Sale	Quantity	Transaction Date	Price per Share (including commission)	How Effected
Relational Investors, L.P.	Sale	11,719	6/8/2005	44.64	Open Market
RH Fund 1, L.P.	Sale	7,757	6/8/2005	44.64	Open Market
RH Fund 2, L.P.	Sale	8,903	6/8/2005	44.64	Open Market
Relational Investors III, L.P.	Sale	596	6/8/2005	44.64	Open Market
RH Fund 4, L.P.	Sale	1,757	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	3,773	6/8/2005	44.64	Open Market
RH Fund 6, L.P.	Sale	1,876	6/8/2005	44.64	Open Market
RH Fund 7, L.P.	Sale	1,034	6/8/2005	44.64	Open Market
Relational Investors VIII, L.P.	Sale	12,247	6/8/2005	44.64	Open Market
Relational Investors X, L.P.	Sale	901	6/8/2005	44.64	Open Market
Relational Investors XI, L.P.	Sale	2,304	6/8/2005	44.64	Open Market
Relational Investors XII, L.P.	Sale	1,069	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	3,317	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	654	6/8/2005	44.64	Open Market
Relational Partners, L.P.	Sale	400	6/8/2005	44.64	Open Market
Relational Coast Partners, L.P.	Sale	1,054	6/8/2005	44.64	Open Market
Relational Fund Partners, L.P.	Sale	484	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	141	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	4	6/8/2005	44.64	Open Market
Relational Investors LLC	Sale	10	6/8/2005	44.64	Open Market
Relational Investors, L.P.	Sale	19,531	6/9/2005	44.12	Open Market
RH Fund 1, L.P.	Sale	12,928	6/9/2005	44.12	Open Market
RH Fund 2, L.P.	Sale	14,838	6/9/2005	44.12	Open Market
Relational Investors III, L.P.	Sale	993	6/9/2005	44.12	Open Market
RH Fund 4, L.P.	Sale	2,929	6/9/2005	44.12	Open Market
Relational Investors LLC	Sale	6,289	6/9/2005	44.12	Open Market
RH Fund 6, L.P.	Sale	3,127	6/9/2005	44.12	Open Market
RH Fund 7, L.P.	Sale	1,723	6/9/2005	44.12	Open Market
Relational Investors VIII, L.P.	Sale	20,412	6/9/2005	44.12	Open Market
Relational Investors X, L.P.	Sale	1,502	6/9/2005	44.12	Open Market
Relational Investors XI, L.P.	Sale	3,840	6/9/2005	44.12	Open Market
Relational Investors XII, L.P.	Sale	1,781	6/9/2005	44.12	Open Market
Relational Investors LLC	Sale	5,528	6/9/2005	44.12	Open Market
Relational Investors LLC	Sale	1,091	6/9/2005	44.12	Open Market
Relational Partners, L.P.	Sale	667	6/9/2005	44.12	Open Market
Relational Coast Partners, L.P.	Sale	1,756	6/9/2005	44.12	Open Market
Relational Fund Partners, L.P.	Sale	807	6/9/2005	44.12	Open Market
Relational Investors LLC	Sale	236	6/9/2005	44.12	Open Market
Relational Investors LLC	Sale	6	6/9/2005	44.13	Open Market
Relational Investors LLC	Sale	16	6/9/2005	44.13	Open Market
Relational Investors, L.P.	Sale	24,413	6/10/2005	44.25	Open Market
RH Fund 1, L.P.	Sale	16,160	6/10/2005	44.25	Open Market
RH Fund 2, L.P.	Sale	18,547	6/10/2005	44.25	Open Market
Relational Investors III, L.P.	Sale	1,241	6/10/2005	44.25	Open Market
RH Fund 4, L.P.	Sale	3,661	6/10/2005	44.25	Open Market
Relational Investors LLC	Sale	7,861	6/10/2005	44.25	Open Market
RH Fund 6, L.P.	Sale	3,909	6/10/2005	44.25	Open Market
RH Fund 7, L.P.	Sale	2,153	6/10/2005	44.25	Open Market
Relational Investors VIII, L.P.	Sale	25,516	6/10/2005	44.25	Open Market

Beneficial Ownership	Purchase or Sale	Quantity	Transaction Date	Price per Share (including commission)	How Effected
Relational Investors X, L.P.	Sale	1,877	6/10/2005	44.25	Open Market
Relational Investors XI, L.P.	Sale	4,800	6/10/2005	44.25	Open Market
Relational Investors XII, L.P.	Sale	2,227	6/10/2005	44.25	Open Market
Relational Investors LLC	Sale	6,910	6/10/2005	44.25	Open Market
Relational Investors LLC	Sale	1,363	6/10/2005	44.25	Open Market
Relational Partners, L.P.	Sale	834	6/10/2005	44.25	Open Market
Relational Coast Partners, L.P.	Sale	2,195	6/10/2005	44.25	Open Market
Relational Fund Partners, L.P.	Sale	1,009	6/10/2005	44.25	Open Market
Relational Investors LLC	Sale	296	6/10/2005	44.25	Open Market
Relational Investors LLC	Sale	8	6/10/2005	44.26	Open Market
Relational Investors LLC	Sale	20	6/10/2005	44.25	Open Market
Relational Investors, L.P.	Sale	16,601	6/13/2005	44.11	Open Market
RH Fund 1, L.P.	Sale	10,988	6/13/2005	44.11	Open Market

RH Fund 2, L.P.	Sale	12,612	6/13/2005	44.11	Open Market
Relational Investors III, L.P.	Sale	844	6/13/2005	44.11	Open Market
RH Fund 4, L.P.	Sale	2,490	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	5,346	6/13/2005	44.11	Open Market
RH Fund 6, L.P.	Sale	2,658	6/13/2005	44.11	Open Market
RH Fund 7, L.P.	Sale	1,464	6/13/2005	44.11	Open Market
Relational Investors VIII, L.P.	Sale	17,351	6/13/2005	44.11	Open Market
Relational Investors X, L.P.	Sale	1,276	6/13/2005	44.11	Open Market
Relational Investors XI, L.P.	Sale	3,264	6/13/2005	44.11	Open Market
Relational Investors XII, L.P.	Sale	1,514	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	4,699	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	927	6/13/2005	44.11	Open Market
Relational Partners, L.P.	Sale	567	6/13/2005	44.11	Open Market
Relational Coast Partners, L.P.	Sale	1,493	6/13/2005	44.11	Open Market
Relational Fund Partners, L.P.	Sale	686	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	201	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	5	6/13/2005	44.11	Open Market
Relational Investors LLC	Sale	14	6/13/2005	44.11	Open Market
Relational Investors, L.P.	Sale	23,902	6/14/2005	43.96	Open Market
RH Fund 1, L.P.	Sale	15,426	6/14/2005	43.96	Open Market
RH Fund 1, L.P.	Sale	395	6/14/2005	43.96	Open Market
RH Fund 2, L.P.	Sale	18,158	6/14/2005	43.96	Open Market
Relational Investors III, L.P.	Sale	1,215	6/14/2005	43.96	Open Market
RH Fund 4, L.P.	Sale	3,584	6/14/2005	43.96	Open Market
Relational Investors LLC	Sale	7,696	6/14/2005	43.96	Open Market
RH Fund 6, L.P.	Sale	3,827	6/14/2005	43.96	Open Market
RH Fund 7, L.P.	Sale	2,108	6/14/2005	43.96	Open Market
Relational Investors VIII, L.P.	Sale	24,981	6/14/2005	43.96	Open Market
Relational Investors X, L.P.	Sale	1,838	6/14/2005	43.96	Open Market
Relational Investors XI, L.P.	Sale	4,700	6/14/2005	43.96	Open Market
Relational Investors XII, L.P.	Sale	2,180	6/14/2005	43.96	Open Market
Relational Investors LLC	Sale	6,765	6/14/2005	43.96	Open Market
Relational Investors LLC	Sale	1,335	6/14/2005	43.96	Open Market
Relational Partners, L.P.	Sale	817	6/14/2005	43.96	Open Market
Relational Coast Partners, L.P.	Sale	2,149	6/14/2005	43.96	Open Market
Relational Fund Partners, L.P.	Sale	988	6/14/2005	43.96	Open Market
Relational Investors LLC	Sale	288	6/14/2005	43.96	Open Market
Relational Investors LLC	Sale	8	6/14/2005	43.96	Open Market

<b>Beneficial Ownership</b>	<b>Purchase or Sale</b>	<b>Quantity</b>	<b>Transaction Date</b>	<b>Price per Share (including commission)</b>	<b>How Effected</b>
Relational Investors LLC	Sale	20	6/14/2005	43.96	Open Market
Relational Investors, L.P.	Sale	33,534	8/2/2005	49.06	Open Market
RH Fund 1, L.P.	Sale	22,197	8/2/2005	49.06	Open Market
RH Fund 2, L.P.	Sale	25,476	8/2/2005	49.06	Open Market
Relational Investors III, L.P.	Sale	1,705	8/2/2005	49.06	Open Market
RH Fund 4, L.P.	Sale	5,029	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	10,798	8/2/2005	49.06	Open Market
RH Fund 6, L.P.	Sale	5,369	8/2/2005	49.06	Open Market
RH Fund 7, L.P.	Sale	2,958	8/2/2005	49.06	Open Market
Relational Investors VIII, L.P.	Sale	35,048	8/2/2005	49.06	Open Market
Relational Investors X, L.P.	Sale	2,578	8/2/2005	49.06	Open Market
Relational Investors XI, L.P.	Sale	6,594	8/2/2005	49.06	Open Market
Relational Investors XII, L.P.	Sale	3,059	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	9,492	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	1,873	8/2/2005	49.06	Open Market
Relational Partners, L.P.	Sale	1,146	8/2/2005	49.06	Open Market
Relational Coast Partners, L.P.	Sale	3,015	8/2/2005	49.06	Open Market
Relational Fund Partners, L.P.	Sale	1,386	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	404	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	11	8/2/2005	49.06	Open Market
Relational Investors LLC	Sale	28	8/2/2005	49.06	Open Market
Relational Investors, L.P.	Sale	178,705	8/3/2005	44.90	Open Market
RH Fund 1, L.P.	Sale	118,287	8/3/2005	44.90	Open Market
RH Fund 2, L.P.	Sale	135,765	8/3/2005	44.90	Open Market
Relational Investors III, L.P.	Sale	9,088	8/3/2005	44.90	Open Market
RH Fund 4, L.P.	Sale	26,800	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	57,543	8/3/2005	44.90	Open Market
RH Fund 6, L.P.	Sale	28,614	8/3/2005	44.90	Open Market
RH Fund 7, L.P.	Sale	15,763	8/3/2005	44.90	Open Market
Relational Investors VIII, L.P.	Sale	186,774	8/3/2005	44.90	Open Market
Relational Investors X, L.P.	Sale	13,740	8/3/2005	44.90	Open Market

Relational Investors XI, L.P.	Sale	35,139	8/3/2005	44.90	Open Market
Relational Investors XII, L.P.	Sale	16,300	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	50,582	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	9,979	8/3/2005	44.90	Open Market
Relational Partners, L.P.	Sale	6,106	8/3/2005	44.90	Open Market
Relational Coast Partners, L.P.	Sale	16,069	8/3/2005	44.90	Open Market
Relational Fund Partners, L.P.	Sale	7,387	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	2,151	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	58	8/3/2005	44.90	Open Market
Relational Investors LLC	Sale	150	8/3/2005	44.90	Open Market
Relational Investors, L.P.	Sale	4,570	8/3/2005	45.74	Third Market
RH Fund 1, L.P.	Sale	3,025	8/3/2005	45.74	Third Market
RH Fund 2, L.P.	Sale	3,472	8/3/2005	45.74	Third Market
Relational Investors III, L.P.	Sale	232	8/3/2005	45.74	Third Market
RH Fund 4, L.P.	Sale	685	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	1,472	8/3/2005	45.74	Third Market
RH Fund 6, L.P.	Sale	732	8/3/2005	45.74	Third Market
RH Fund 7, L.P.	Sale	403	8/3/2005	45.74	Third Market
Relational Investors VIII, L.P.	Sale	4,777	8/3/2005	45.74	Third Market
Relational Investors X, L.P.	Sale	351	8/3/2005	45.74	Third Market
Relational Investors XI, L.P.	Sale	899	8/3/2005	45.74	Third Market
Relational Investors XII, L.P.	Sale	417	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	1,294	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	255	8/3/2005	45.74	Third Market
Relational Partners, L.P.	Sale	156	8/3/2005	45.74	Third Market
Relational Coast Partners, L.P.	Sale	411	8/3/2005	45.74	Third Market
Relational Fund Partners, L.P.	Sale	189	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	55	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	1	8/3/2005	45.74	Third Market
Relational Investors LLC	Sale	4	8/3/2005	45.74	Third Market

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