

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 4, 2005

SPX CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	1-6948 (Commission File Number)	38-1016240 (I.R.S. Employer Identification No.)
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13515 Ballantyne Corporate Place  
Charlotte, North Carolina 28277  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (704) 752-4400

NOT APPLICABLE  
(Former name or former address if changed since last)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01. REGULATION FD DISCLOSURE.

On February 4, 2005, SPX Corporation issued a press release announcing that it has commenced a cash tender offer and consent solicitation for its 6 1/4% Senior Notes due 2011 and its 7 1/2% Senior Notes due 2013. The press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed herewith:

Exhibit Number	Description
99.1	Press Release issued February 4, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPX CORPORATION

Date: February 4, 2005

By: /s/ Patrick J. O'Leary

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

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press Release issued February 4, 2005

Contact: Jeremy W. Smeltser (Investors)  
704-752-4478  
E-mail: investor@spx.com

Tina Betlejewski (Media)  
704-752-4454  
E-mail: spx@spx.com

SPX CORPORATION ANNOUNCES CASH TENDER OFFERS  
FOR ITS 6 1/4% SENIOR NOTES DUE 2011 AND 7 1/2% SENIOR NOTES DUE 2013

CHARLOTTE, NC - February 4, 2005 - SPX Corporation (NYSE: SPW), today announced that it has commenced cash tender offers to purchase any and all of the outstanding 6 1/4% Senior Notes due 2011 and 7 1/2% Senior Notes due 2013 (collectively, the "Notes"), as well as related consent solicitations to amend the indenture governing each series of Notes.

The total consideration to be paid for each validly tendered 6 1/4% Senior Note due 2011 will be based on a fixed spread of 75 basis points over the yield to maturity of the 5% U.S. Treasury Note due February 15, 2011. The total consideration to be paid for each validly tendered 7 1/2% Senior Note due 2013 will be based on a fixed spread of 100 basis points over the yield to maturity of the 3% U.S. Treasury Note due November 15, 2007. The foregoing amounts in each case will include a consent payment of \$30 per \$1,000 principal amount of the Notes if the Notes are tendered on or prior to the consent time. The yield to maturity of the reference U.S. Treasury Notes used in the fixed spread formulas will be set at 2 p.m., New York City time, on March 3, 2005, unless the offers are extended.

The consent solicitations will expire at 5:00 p.m., New York City time, on February 17, 2005, unless extended. The tender offers will expire at 5:00 p.m., New York City time, on March 7, 2005, unless extended. The tender offers and consent solicitations are made upon the terms and conditions set forth in the Offer to Purchase and Consent Solicitation Statement, dated February 4, 2005, and the related Consent and Letter of Transmittal. Holders who tender their Notes pursuant to the offers will be required to consent to the proposed amendments. Holders who tender their Notes after the consent time will not be entitled to receive the consent payment. The offer is subject to the satisfaction of certain conditions, including closing of the sale of SPX Corporation's Edwards Systems Technology business, and receipt of consents in respect of the requisite principal amount of Notes. The purpose of the consent solicitations is to, among other things, eliminate substantially all of the restrictive covenants and certain of the default provisions contained in the indenture governing the Notes.

The tender offer documents are being distributed to holders beginning today. J.P. Morgan Securities Inc. is the Lead Dealer Manager for the offers and Lead Solicitation Agent for the consent solicitations and can be contacted at (212) 834-3424 (collect) or (866) 834-4666 (toll free). Global Bondholder Services Corporation is the Information Agent and can be contacted at (212) 430-3774 (collect) or (866) 387-1500 (toll free).

SPX Corporation is a global provider of technical products and systems, industrial products and services, flow technology, cooling technologies and services, and service solutions. The Internet address for SPX Corporation's home page is [www.spx.com](http://www.spx.com).

Certain statements in this press release may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created thereby. Please refer to our public filings for a discussion of certain important factors that relate to forward-looking statements contained in this press release. The words "believe," "expect," "anticipate," "estimate," "guidance," "target" and similar expressions identify forward-looking statements. Although the company believes that the expectations reflected in its forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct.

THIS COMMUNICATION IS FOR INFORMATIONAL PURPOSES ONLY. IT IS NOT INTENDED AS AN OFFER OR SOLICITATION FOR THE PURCHASE OR SALE OF ANY FINANCIAL INSTRUMENT OR AS AN OFFICIAL CONFIRMATION OF ANY TRANSACTION. ANY COMMENTS OR STATEMENTS MADE HEREIN DO NOT NECESSARILY REFLECT THOSE OF J.P. MORGAN SECURITIES INC., MITSUBISHI SECURITIES (USA), INC., SCOTIA CAPITAL (USA) INC., GLOBAL BONDHOLDER SERVICES CORPORATION, OR THEIR RESPECTIVE SUBSIDIARIES AND AFFILIATES.

SPX Corporation shareholders are strongly advised to read the proxy

statement relating to SPX Corporation's 2005 annual meeting of shareholders when it becomes available, as it will contain important information. Shareholders will be able to obtain this proxy statement, any amendments or supplements to the proxy statement and any other documents filed by SPX Corporation with the Securities and Exchange Commission for free at the Internet website maintained by the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). In addition, SPX Corporation will mail the proxy statement to each shareholder of record on the record date to be established for the shareholders' meeting. Copies of the proxy statement and any amendments and supplements to the proxy statement will also be available for free at SPX Corporation's Internet website at [www.spx.com](http://www.spx.com) or by writing to Investor Relations, SPX Corporation, 13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277, telephone (704) 752-4400.

SPX Corporation, its executive officers and directors may be deemed to be participants in the solicitation of proxies for SPX Corporation's 2005 annual meeting of shareholders. Information regarding these participants is contained in a filing under Rule 14a-12 filed by SPX Corporation with the Securities and Exchange Commission on February 2, 2005.

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