SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person [*] CAMPBELL J KERMIT						2. Issuer Name and Ticker or Trading Symbol <u>SPX CORP</u> [SPW]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
						3. Date of Earliest Transaction (Month/Day/Year) 02/28/2005								- Officer (give title below)			Other (specify below)		
		ATION NE CORPORA	FE PLACE	Ξ	1 1	4 If Amendment Date of Original Eiled (Month/Day/Vear)													
(Street) CHARL	OTTE NO	с	28277		-	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Si	tate)	(Zip)		-									P erson					
		Tab	le I - Nor	n-Deriv	vativ	e Se	curitie	es A	cquired,	Dis	oosed o	f, or Be	neficial	ly Owned					
1. Title of S	Security (Inst	tr. 3)		2. Trans Date (Month/		action 2A. Deeme Execution if any (Month/Day			Code (I	, Transaction Disposed Code (Instr. 5)		ties Acquired (A) or d Of (D) (Instr. 3, 4 and		Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) oi (D)	Price	Transact (Instr. 3 a	ion(s)			,		
Common Stock Table II - Deriv													13,210 D						
		7							quired, D s, option					Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	on 3A. Deemed 4 Execution Date, 1 /Year) if any 0		4. Transactior Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	tive derivativ ty Securitie		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares						
Director Stock Option (right to buy) ⁽¹⁾	\$38.9063								07/03/200(0 0	1/02/2010	Common Stock	4,000		4,000)	D		
Director Stock Option (right to buy) ⁽²⁾	\$53.8438								03/06/2000	0 0	14/25/2005	Common Stock	640		640		D		
Director Stock Option (right to buy) ⁽²⁾	\$53.8438								03/06/2000	0 0	14/23/2006	Common Stock	920		920		D		
Director Stock Option (right to buy) ⁽¹⁾	\$53.8438								03/06/2000	0 0	2/25/2007	Common Stock	1,894		1,894	I	D		
Director Stock Option (right to buy) ⁽¹⁾	\$53.8438								03/06/2000	0 0	14/23/2009	Common Stock	730		730		D		
Director Stock Option (right to buy) ⁽¹⁾	\$53.8438								03/06/2000	0 0	1/03/2009	Common Stock	2,276		2,276	5	D		
Director Stock Option (right to buy) ⁽¹⁾	\$53.8438								03/06/2000	0 0	1/01/2008	Common Stock	2,316		2,316	5	D		
Director Stock Option (right to buy) ⁽¹⁾	\$ 48.44								07/02/200:	1 0	01/01/2011	Common Stock	4,000		4,000)	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Director Stock Option (right to buy) ⁽¹⁾	\$ 69.43							07/02/2002	01/01/2012	Common Stock	4,000		4,000	D	
Director Stock Option (right to buy) ⁽¹⁾	\$38.57							07/03/2003	01/02/2013	Common Stock	4,000		4,000	D	
Director Stock Option (right to buy) ⁽¹⁾	\$52							08/25/2004	02/24/2014	Common Stock	3,800		3,800	D	
Phantom Stock ⁽³⁾	(4)	02/28/2005		A		2,500		01/01/2006 ⁽⁵⁾	01/01/2008	Common Stock	2,500	(3)	2,500	D	

Explanation of Responses:

1. Options granted under the SPX Corporation 1997 Non-Employee Directors Compensation Plan.

2. Options granted under the SPX Corporation 1992 Stock Compensation Plan.

3. Phantom stock granted pursuant to the SPX Corporation 2005 Non-Employee Directors' Compensation Plan.

4. 1-for-1

5. The grant of phantom stock provides for potential vesting in three annual tranches beginning on January 1, 2006. Vesting is determined by comparing the issuer's shareholder return with the performance of the S&P 500. Any vested portion of the grant will be settled in cash.

<u>C.J. Kearney, Attorney In Fact</u> for J. Kermit Campbell

03/02/2005

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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