

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>GRIFFITHS WILLIAM C</u>  (Last) (First) (Middle) <u>C/O SPX CORPORATION</u> <u>13515 BALLANTYNE CORPORATE PLACE</u>  (Street) <u>CHARLOTTE NC 28277</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>SPX CORP [ SPW ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Fluid Systems</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/18/2004</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/18/2004		A		25,000	A	(7)	30,548	D	
Common Stock								844	I	401(k) Plan

**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					
Employee stock option to purchase common stock <sup>(1)</sup>	\$36.23							(1)	02/09/2005	Common Stock	1,646	1,646	D	
Employee stock option to purchase common stock <sup>(1)</sup>	\$45.33							(1)	02/15/2006	Common Stock	2,352	2,352	D	
Employee stock option to purchase common stock <sup>(1)</sup>	\$50.34							(1)	02/13/2007	Common Stock	3,058	3,058	D	
Employee stock option to purchase common stock <sup>(1)</sup>	\$39.77							(1)	10/25/2008	Common Stock	3,528	3,528	D	
Employee stock option to purchase common stock <sup>(1)</sup>	\$40.93							(1)	02/11/2009	Common Stock	4,234	4,234	D	
Employee stock option to purchase common stock <sup>(1)</sup>	\$39.77							(1)	02/10/2010	Common Stock	7,058	7,058	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				
Employee stock option to purchase common stock <sup>(2)</sup>	\$59.11							(3)	05/23/2011	Common Stock	20,000		20,000	D	
Employee stock option to purchase common stock <sup>(2)</sup>	\$59.11							(4)	05/23/2011	Common Stock	23,036		23,036	D	
Employee stock option to purchase common stock <sup>(2)</sup>	\$69.43							(5)	01/01/2012	Common Stock	30,000		30,000	D	
Employee stock option to purchase common stock <sup>(2)</sup>	\$38.57							(6)	01/02/2013	Common Stock	30,000		30,000	D	

**Explanation of Responses:**

1. Issued pursuant to the United Dominion Industries employee stock option plan, which plan was assumed by SPX. These options are fully vested and exercisable.
2. Granted under the SPX Corporation 2002 Stock Compensation Plan or its predecessor plan, the 1992 Stock Compensation Plan.
3. Vests as to 6,666 shares on May 24, 2002 and 6,667 shares on each of May 24, 2003 and 2004.
4. Vests as to 7,678 shares on May 24, 2002 and 7,679 shares on each of May 24, 2003 and 2004.
5. Vests as to 10,000 shares on each of January 2, 2003, 2004 and 2005.
6. Vests as to 10,000 shares on each of January 3, 2004, 2005 and 2006.
7. Grant of restricted stock pursuant to SPX Corporation 2002 Stock Compensation Plan.

C.J. Kearney, Attorney In Fact    02/20/2004  
for William C. Griffiths

\*\* Signature of Reporting Person      Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**