

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>WILLIAMS DAVID P</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)	2. Issuer Name and Ticker or Trading Symbol <u>SPX CORP [ SPW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2006</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			

**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	08/14/2006		s		2,000	D	\$53.1305	13,522	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					
Director Stock Option (right to buy) <sup>(1)</sup>	\$58.5							10/26/2000	01/03/2009	Common Stock		1,372	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$58.5							10/26/2000	01/02/2010	Common Stock		3,248	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$64.6							12/18/2001	01/01/2011	Common Stock		3,432	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$69.43							07/02/2002	01/01/2012	Common Stock		4,000	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$71.345							03/06/2002	01/01/2008	Common Stock		1,018	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$71.345							03/06/2002	02/25/2007	Common Stock		1,646	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$71.345							03/06/2002	01/01/2008	Common Stock		1,006	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) <sup>(1)</sup>	\$71.345							03/06/2002	02/23/2009	Common Stock	632		632	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$71.345							03/06/2002	01/03/2009	Common Stock	744		744	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$38.57							07/03/2003	01/02/2013	Common Stock	4,000		4,000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$52							08/25/2004	02/24/2014	Common Stock	3,800		3,800	D	
Phantom Stock <sup>(3)</sup>	(4)							01/01/2006 <sup>(5)</sup>	01/01/2008	Common Stock	1,667		1,667	D	
Phantom Stock <sup>(3)</sup>	(4)							06/23/2006 <sup>(6)</sup>	06/23/2008	Common Stock	132		132	D	
Phantom Stock <sup>(3)</sup>	(4)							01/01/2007 <sup>(7)</sup>	01/01/2009	Common Stock	2,500		2,500	D	

**Explanation of Responses:**

- Options granted under the SPX Corporation 1997 Non-Employee Directors Compensation Plan.
- Options granted under the SPX Corporation 1992 Stock Compensation Plan.
- Phantom stock granted pursuant to the SPX Corporation 2005 Non-Employee Directors' Compensation Plan.
- Each share of phantom stock is the economic equivalent of one share of issuer common stock.
- The grant of phantom stock provided for potential vesting in three annual tranches, with the first measurement date 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 will be settled in cash.
- The grant of phantom stock provides for automatic vesting in three equal annual tranches beginning on June 23, 2006, provided that the reporting person is still a director on the relevant vesting date. Any vested portion will be settled in cash.
- The grant of phantom stock provided for potential vesting in three annual tranches, with the first measurement date on January 1, 2007. Vesting is determined by comparing the issuer's shareholder return with the performance of the S&P 500. Any vested portion will be settled in cash.

Brian Webb, Attorney In Fact      08/16/2006  
for David P. Williams

\*\* 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.**

LIMITED POWER OF ATTORNEY

The undersigned hereby appoints each of Kevin L. Lilly, Spencer Conard, Brian Webb and Lydia Myrick, signing singly, as his attorney-in-fact to act for him and in his name solely to do all or any of the following:

1. To execute and file with the Securities and Exchange Commission all statements regarding his beneficial ownership of securities of SPX Corporation filed pursuant to Section 16(a) of the Securities Exchange Act of 1934;

2. To execute all necessary instruments to carry out and perform any of the powers stated above, and to do any other acts requisite to carrying out such powers.

None of Kevin L. Lilly, Spencer Conard, Brian Webb or Lydia Myrick shall incur any liability to the undersigned for acting or refraining from acting under this power, except for such attorney's own willful misconduct or gross negligence. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is SPX Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Any reproduced copy of this signed original shall be deemed to be an original counterpart of this Power of Attorney.

This Power of Attorney is governed by Delaware law.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements pursuant to Section 16(a) of the Securities Exchange Act of 1934 with respect to the undersigned's beneficial ownership of securities of SPX Corporation, unless earlier revoked. This Power of Attorney shall terminate with respect to the attorney-in-fact upon receipt by Kevin L. Lilly, Spencer Conard, Brian Webb or Lydia Myrick, as the case may be, from the undersigned of a written notice of revocation of this Power of Attorney. The undersigned shall have the right to revoke this Power of Attorney at any time.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of June, 2006.

By: /s/ David P. Williams  
David P. Williams