

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SPX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

38-1016240
(I.R.S. Employer
Identification No.)

**13515 Ballantyne Corporate Place
Charlotte, North Carolina 28277
Telephone: (704) 752-4400**

(Address, including zip code, telephone number, including area code, of registrant's principal executive offices)

SPX CORPORATION RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN
(Full title of the plan)

**Christopher J. Kearney
Vice President, Secretary and General Counsel
SPX Corporation
13515 Ballantyne Corporate Place
Charlotte, North Carolina 28277
Telephone: (704) 752-4400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**George C. McKann, Esq.
Gardner, Carton & Douglas
191 N. Wacker Drive, Suite 3700
Chicago, Illinois 60606-1698**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1) (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$10 per share (3)(4)	(5)	\$ (5)	\$120,000,000	\$30,000(6)

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Together with an indeterminable number of additional securities in order to adjust the number of securities reserved for issuance pursuant to the plan as the result of a stock split, stock dividend or similar transaction affecting the Common Stock, pursuant to 17 C.F.R. § 230.416.
- (3) Includes associated rights ("Rights") to purchase Series A Junior Participating Preferred Stock of the Registrant that will not be exercisable or evidenced separately from the Common Stock of the Registrant prior to the occurrence of certain events.
- (4) Estimated in accordance with Rule 457(o).
- (5) Pursuant to Rule 457(o), the maximum aggregate offering price of the Common Stock and Plan Interest offered hereunder will be \$120,000,000. The number of shares and the offering price per share cannot be determined at this time.
- (6) Previously paid.

SPX CORPORATION

**POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT ON FORM S-8**

SPX Corporation (“Registrant” or the “Company”) has earlier filed a registration statement on Form S-8 (File No. 333-69252) relating to the SPX Corporation Retirement Savings and Stock Ownership Plan (the “Earlier Registration Statement”). This Post-Effective Amendment No. 1 is being filed to permit the Company to offer newly issued new shares pursuant to such plan.

PART II

Item 8. Index to Exhibits.

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1	The Registrant’s Restated Certificate of Incorporation, as amended, dated May 16, 2002, incorporated herein by reference from the Registrant’s Quarterly Report 10-Q for the quarter ended June 30, 2002.
4.2	The Registrant’s Bylaws, as amended, effective beginning April 1, 2003, incorporated herein by reference from the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.
4.3	Rights Agreement dated as of June 25, 1996 between the Company and The Bank of New York, as Rights Agents, relating to Rights to purchase Preferred Stock under certain circumstances, incorporated herein by reference from the Company’s Registration Statement on Form 8-A filed on June 26, 1996.
4.4	Amendment No. 1 to Rights Agreement, effective October 22, 1997, between the Company and The Bank of New York, incorporated herein by reference from the Company’s Registration Statement on Form 8-A/A filed on January 9, 1998.
4.5	Amendment No. 2 to Rights Agreement dated as of June 26, 2002, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.
5.1*	Opinion of Gardner Carton & Douglas, LLC
23.1*	Consent of Gardner Carton & Douglas, LLC (included in Exhibit 5.1)
24.2	Powers of Attorney (previously filed)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Muskegon, State of Michigan, on this 9th day of July, 2003.

SPX CORPORATION

By: /s/ CHRISTOPHER J. KEARNEY

Christopher J. Kearney
Vice President, Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 8th day of July, 2003.

*

John B. Blystone
Chairman, President and Chief Executive Officer
Director

*

Ron Winowiecki
Corporate Controller and Chief Accounting Officer

*

Sarah R. Coffin
Director

*

Emerson U. Fullwood
Director

* /s/ CHRISTOPHER J. KEARNEY

*

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

*

J. Kermit Campbell
Director

*

David P. Williams
Director

*

Charles E. Johnson II
Director

By: Christopher J. Kearney
as Attorney-In-Fact pursuant to powers of attorney
granted in Registration Statement No. 333-69252,
September 10, 2001

Pursuant to the requirements of the Securities Act of 1933, as amended, the SPX Administrative Committee, which administers the Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Muskegon, State of Michigan, on this 9th day of July, 2003.

SPX CORPORATION RETIREMENT SAVINGS
AND STOCK OWNERSHIP PLAN

By: /s/ CHRISTOPHER J. KEARNEY

Christopher J. Kearney
Vice President, Secretary,
General Counsel and Member of
the SPX Administrative Committee

Index to Exhibits

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*Filed herewith

[GARDNER CARTON & DOUGLAS, LLC LETTERHEAD]

July 8, 2003

SPX Corporation
13515 Ballantyne Corporate Place
Charlotte, NC 28277

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to SPX Corporation, a Delaware corporation (the "Corporation"), in connection with the filing of a Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-69252) by the Corporation under the Securities Act of 1933, as amended (the "Registration Statement"), which Registration Statement registered \$120,000,000 of Common Stock, par value \$10 per share (the "Common Stock"), reserved for issuance under the Corporation's Retirement Savings and Stock Ownership Plan (the "Plan"). In that capacity, we have reviewed the Certificate of Incorporation and Bylaws of the Corporation, both as amended to date, the Registration Statement, the Plan, originals or copies of corporate records reflecting the corporate action taken by the Corporation in connection with the approval of the Plan and the issuance of the Common Stock under the Plan and such other instruments as we have deemed necessary for the issuance of this opinion.

Based upon the foregoing, we are of the opinion that the Common Stock to be offered under the Plan has been duly authorized by all requisite action on the part of the Corporation and, when issued in accordance with the terms and conditions of the Plan, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ GARDNER CARTON & DOUGLAS LLC