

--SCHEDULE 14A TEMPLATE--

		\ OMB APPROVAL \	

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement

[] CONFIDENTIAL, FOR USE OF THE
COMMISSION ONLY (AS PERMITTED BY
RULE 14A-6(E)(2))

[] Definitive Proxy Statement

[X] Definitive Additional Materials

[] Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

SPX Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which
the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange
Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee
was paid previously. Identify the previous filing by registration statement
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

Reg. (S) 240.14a-101.

SEC 1913 (3-99)

April, 2002

Dear _____

We strongly believe that the proposal to extend the term of our Stock Compensation Plan is in the best interest of shareholders. We urge you to vote "Yes" on the proposal.

SPX is a company led by an aggressive leadership team focused on creating shareholder wealth using a unique and progressive shareholder oriented compensation system. Our plan includes options granted significantly out-of-the-money and a cash bonus plan that is uncapped both negatively and positively based upon achievement of market based EVA improvement targets. The traditional dilution statistic, which is widely used as a measure of shareholder cost, significantly overstates the shareholder cost of the SPX option plan.

For example 5,300,000 of the option shares outstanding included in the traditional dilution statistic are special out-of-the-money option grants that provide tremendous performance and retention incentives and have little or no net cost to shareholders. The special grants have an average exercise price premium of 53% over the market price at the time of grant. Moreover, these options do not vest at all for five years. The special option grants provide tremendous incentives for shareholder wealth creation.

Since the end of 1995, when the plan was put in place and when John Blystone joined the company, the market value of the company's equity has increased from \$227 million to \$5.8 billion, \$3.3 billion more than an investment in the S&P 500 for that same time period. See Table 1 below.

Table 1 - SPX Corporation, Excess Returns since 1996

Date	Share Price	Shares Outstanding (millions)	Market Value of SPX Equity	Return on SPX Shares	Share Price if Returns equal to S&P 500	Market Value at S&P 500 Return Rate (millions)	Excess Returns (millions)
1995	\$ 15.88	14.3	\$ 227		\$15.88		
1996	\$ 38.75	14.8	\$ 574	144.1%	\$19.12	\$ 283	\$ 291
1997	\$ 69.00	12.5	\$ 863	78.1%	\$17.74	\$ 222	\$ 641
1998	\$ 67.00	30.1	\$2,017	-2.9%	\$51.33	\$1,545	\$ 472
1999	\$ 80.81	31.2	\$2,521	20.6%	\$63.08	\$1,968	\$ 553
2000	\$108.19	30.3	\$3,278	33.9%	\$55.54	\$1,683	\$1,595
2001	\$136.90	40.4	\$5,531	26.5%	\$63.03	\$2,547	\$2,984
2002	\$142.45	40.8	\$5,812	4.1%	\$62.50	\$2,550	\$3,262

The unrealized gain of \$95 million on the special out-of-the-money grants at the current stock price represents only 2.9% of the total excess returns. See Table 2 and Chart 1 below.

Table 2 - SPX Corporation, Shareholder Cost of Out-of-the-Money Options Granted

Out of the Money Option Shares	Exercise Price	Average Market Price at Grant	Average Option Premium	Option Gain at Current Price
354,000	\$ 60.00	\$ 48.03	25%	\$ 29.2
50,000	73.38	65.31	12%	\$ 3.5
448,000	75.00	52.31	43%	\$ 30.2
448,000	90.00	52.31	72%	\$ 23.5
375,000	120.00	82.88	45%	\$ 8.4
375,000	145.00	82.88	75%	\$ 0.0
375,000	170.00	82.88	105%	\$ 0.0
375,000	195.00	82.88	135%	\$ 0.0
625,000	210.00	177.88	18%	\$ 0.0
625,000	240.00	177.88	35%	\$ 0.0
625,000	270.00	177.88	52%	\$ 0.0
625,000	300.00	177.88	69%	\$ 0.0

5,300,000	53%	\$ 95

Excess Returns - from above		\$ 3,262
Option Gain as a % of Excess Returns		2.9%

Chart 1 - Gain on Special Options as a % of Excess Returns

Date	S&P 500 Returns	Management Share of Excess Returns	Excess Returns
1996	283	--	291
1997	222	3	641
1998	1,545	2	472
1999	1,968	10	553
2000	1,683	42	1,595
2001	2,547	85	2,984
2002	2,550	95	3,262

We believe, as do our directors, that the current leadership team is largely responsible for the excess return and that the special grants have played a critical role in motivating and retaining the leadership team. Since the special grants have greatly increased shareholder wealth, they have had no net cost to shareholders.

SPX is a company led by an aggressive leadership team focused on creating shareholder wealth using a unique and progressive shareholder oriented compensation system. Our compensation committee believes, as we do, that "the total compensation program" provides strong incentives to maximize shareholder value with a reasonable balance between SPX's need to retain strong senior management and the cost to the shareholders." We urge you to vote "YES" on the Stock Compensation Plan amendment.

Sincerely,

SPX CORPORATION

/s/ Charles A. Bowman

 Charles A. Bowman
 Director of Corporate Finance
 704 -752 4452
 Cell: 810-423-8948

SPX CORPORATION

/s/ Patrick J. O'Leary

 Patrick O'Leary
 Chief Financial Officer