

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2 (FINAL AMENDMENT) TO SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section 14(d)(1)
of The Securities Exchange Act of 1934

ECHLIN INC.

(Name of Subject Company)

SPX CORPORATION

(Bidder)

Common Stock, \$1.00 Par Value
(Title of Class of Securities)

278749106

(CUSIP Number of Common Stock)

Christopher J. Kearney, Esq.
Vice President, Secretary and General Counsel
SPX Corporation
700 Terrace Point Drive
Muskegon, MI 49443
(616) 724-5000

(Names, Address and Telephone Numbers of Persons Authorized to Receive
Notices and Communications on Behalf of Bidder)

Copy to:
Aviva Diamant, Esq.
Fried, Frank, Harris, Shriver & Jacobson
1 New York Plaza
New York, NY 10004
(212) 859-8000

Calculation of Filing Fee

Transaction Valuation*	Amount Of Filing Fee
\$2,962,213,341	\$592,442.67

*For the purpose of calculating the fee only. This calculation assumes that 62,444,550 shares of common stock, par value \$1.00 per share (the "Shares"), of Echlin Inc. ("Echlin") (representing 63,594,700 Shares outstanding as of March 31, 1998, as reported in Echlin's Quarterly Report on Form 10-Q for the quarter ended February 28, 1998, less the 1,150,150 Shares owned by SPX Corporation ("SPX")) will be exchanged for shares of common stock, par value \$10.00 per share, of SPX and cash. The Transaction Valuation was calculated on the basis of the average of the high and low prices of a Share as reported on the New York Stock Exchange, Inc. Composite Tape on April 29, 1998.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$529,442.67 Filing Party: SPX Corporation

Form or Registration No.: Registration Statement on Form S-4
(Registration No. 333-46381) ("Form S-4");
Amendment No. 1 to Form S-4;
Amendment No. 2 to Form S-4
Schedule 14D-1

Date Filed: February 17, 1998; April 2, 1998;

April 22, 1998; April 30, 1998

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(1) Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Person

SPX Corporation; 38-1016240

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

BK

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f)?

(6) Citizenship or Place of Organization

Delaware

(7) Aggregate Amount Beneficially Owned by Each Reporting Person

1,150,150

(8) Check if the Aggregate Amount in Row 7 Excludes Certain Shares (See Instructions).

(9) Percent of Class Represented by Amount in Row 7

1.8%

(10) Type of Reporting Person (See Instructions)

CO

Item 11. Material to be filed as Exhibits.

Item 11 of Schedule 14D-1 is hereby amended and supplemented by adding the following:

(a)(9) Press Release issued by SPX on May 6, 1998

EXHIBIT INDEX

- (a)(1) Prospectus of SPX, dated April 28, 1998. *
 - (a)(2) Letter of Transmittal with respect to the Shares. *
 - (a)(3) Notice of Guaranteed Delivery. *
 - (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
 - (a)(5) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
 - (a)(6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. *
 - (a)(7) Press Release issued by SPX on April 29, 1998 *
 - (a)(8) Press Release issued by SPX on May 4, 1998 *
 - (a)(9) Press Release issued by SPX on May 6, 1998
 - (b) Not applicable.
 - (c) Not applicable.
 - (d) Not applicable.
 - (e) See Exhibit (a)(1).
 - (f) Not applicable.
- * Filed previously

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 6, 1998

SPX Corporation

By: /s/CHRISTOPHER J. KEARNEY

Christopher J. Kearney
Vice President, Secretary and
General Counsel

Contacts:
Charles A. Bowman
SPX Director of Corporate Finance
(616) 724-5194

George Sard/Anna Cordasco/Paul Caminiti
Sard Verbinnen & Co.
(212) 687-8080

SPX WITHDRAWS EXCHANGE OFFER FOR ECHLIN

MUSKEGON, MICHIGAN, MAY 6, 1998 -- SPX Corporation (NYSE: SPW) today announced that it is withdrawing its exchange offer to acquire Echlin Inc. (NYSE:ECH) because it is not in the best interests of SPX shareholders to compete with the terms of Dana Corporation's (NYSE: DCN) merger agreement with Echlin.

"A value-creating acquisition requires pricing discipline. While we are disappointed that Echlin has chosen an alternative transaction, Dana is an excellent company and we wish Dana and Echlin well," said John B. Blystone, Chairman, President and CEO of SPX. "SPX's businesses are thriving and we are confident in our ability to continue the dramatic turnaround at SPX. The appreciation of our Echlin shares will more than cover the costs of our offer. Going forward, we will continue to improve SPX's businesses and will pursue other growth opportunities to create wealth for SPX shareholders."

SPX Corporation is a global provider of Vehicle Service Solutions to franchised dealers and independent service locations, Service Support to Vehicle Manufacturers, and Vehicle Components to the worldwide motor vehicle industry. SPX's Internet address is www.spx.com.

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