

**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>RELATIONAL INVESTORS LLC</u>  (Last) (First) (Middle) <u>12400 HIGH BLUFF DRIVE, SUITE 600</u>  (Street) <u>SAN DIEGO CA 92130</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/24/2014		S		34,355	D	\$98.18 <sup>(2)</sup>	6,414,668	I	Through Limited Partnerships and managed accounts managed by reporting persons <sup>(1)</sup>
Common Stock	03/24/2014		S		148,728	D	\$98.51 <sup>(3)</sup>	6,265,940	I	Through Limited Partnerships and managed accounts managed by reporting persons <sup>(1)</sup>

**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					

1. Name and Address of Reporting Person\*  
RELATIONAL INVESTORS LLC  
 (Last) (First) (Middle)  
12400 HIGH BLUFF DRIVE, SUITE 600  
 (Street)  
SAN DIEGO CA 92130  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WHITWORTH RALPH V

(Last)	(First)	(Middle)
12400 HIGH BLUFF DRIVE, SUITE 600		
<hr/>		
(Street)		
SAN DIEGO	CA	92130
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

BATCHELDER DAVID H

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(Last)	(First)	(Middle)
12400 HIGH BLUFF DRIVE, SUITE 600		
<hr/>		
(Street)		
SAN DIEGO	CA	92130
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Relational Investors LLC ("RILLC") is the general partner or investment manager of certain affiliated entities. RILLC and the affiliated entities own a total of 6,265,940 shares. RILLC is managed by Ralph V. Whitworth and David H. Batchelder, each of which is a reporting person hereunder. Ralph V. Whitworth and David H. Batchelder disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.
2. The price in column 4 is a weighted average price. The prices actually received ranged from \$98.02 to \$98.25. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
3. The price in column 4 is a weighted average price. The prices actually received ranged from \$98.26 to \$99.25. Upon request, the reporting persons will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.

<u>Relational Investors LLC By:</u>	
<u>/s/ Ralph V. Whitworth,</u>	<u>03/24/2014</u>
<u>Principal</u>	
<u>/s/ Ralph V. Whitworth</u>	<u>03/24/2014</u>
<u>/s/ David H. Batchelder</u>	<u>03/24/2014</u>
** 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.**