

POWERS TIMOTHY H
Form 4
December 05, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
POWERS TIMOTHY H

2. Issuer Name and Ticker or Trading Symbol
HUBBELL INC [HUBA, HUBB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

C/O HUBBELL
INCORPORATED, 40
WATERVIEW DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SHELTON, CT 06484

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common (\$0.01 Par)	12/01/2011		M	A	\$ 163,178	393,851	D
Class B Common (\$0.01 Par)	12/01/2011		F	D	\$ 110,678 (1)	283,173	D
Class B Common (\$0.01 Par)	12/01/2011		F/K(2)	D	\$ 2,547	280,626	D
Class B						500	I By Wife

Common
(\$0.01 Par)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Appreciation Right	\$ 29.275	12/01/2011		M	163,178	<u>(3)</u> 12/01/2018	Class B 163,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWERS TIMOTHY H C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484	X		Chairman, President & CEO	

Signatures

Richard W. Davies Attorney-in-fact for Timothy H. Powers
12/05/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The shares withheld by the Issuer were calculated on the spread between the price of the SAR and the market price on the date the SAR was exercised. The payment of withholding taxes for the SAR that was exercised on this date was also included in this number.

(2) Shares withheld for payment of taxes upon vesting of restricted shares.

(3) 33 1/3% on first anniversary date of grant; 33 1/3% on second anniversary date of grant; balance on third anniversary date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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