

HUBBELL INC
Form 4/A
July 17, 2008

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 *
RATCLIFFE GEORGE J

(Last) (First) (Middle)

**C/O HUBBELL
INCORPORATED, 584 DERBY
MILFORD ROAD**

(Street)

ORANGE, CT 06477

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Trustee of 10% Owner Trust

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class B Common (\$0.01 Par) | 06/03/2008 | | M | | \$ 39.344 | 417,020 | D |
| Class B Common (\$0.01 Par) | 06/03/2008 | | S | | \$ 45.92 | 416,920 | D |
| Class B Common (\$0.01 Par) | 06/03/2008 | | S | | \$ 45.91 | 416,620 | D |
| Class B Common (\$0.01 Par) | 06/03/2008 | | S | | \$ 45.9 | 416,020 | D |

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| | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|---------|---|
| Common (\$01 Par) | | | | | | | |
| Class B Common (\$01 Par) | 06/03/2008 | S | 600 | D | \$ 45.89 | 415,420 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 100 | D | \$ 45.88 | 415,320 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 500 | D | \$ 45.87 | 414,820 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 100 | D | \$ 45.86 | 414,720 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 100 | D | \$ 45.85 | 414,620 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 263 | D | \$ 45.84 | 414,357 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 300 | D | \$ 45.83 | 414,057 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 313 | D | \$ 45.82 | 413,744 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 2,100 | D | \$ 45.81 | 411,644 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 2,100 | D | \$ 45.8 | 409,544 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 381 | D | \$ 45.79 | 409,163 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 2,219 | D | \$ 45.78 | 406,944 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 1,700 | D | \$ 45.77 | 405,244 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 2,000 | D | \$ 45.76 | 403,244 | D |

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| | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|---------|---|
| Class B Common (\$01 Par) | 06/03/2008 | S | 12,500 | D | \$ 45.75 | 390,744 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 200 | D | \$ 45.74 | 390,544 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 7,200 | D | \$ 45.73 | 383,344 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 200 | D | \$ 45.72 | 383,144 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 282 | D | \$ 45.71 | 382,862 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 11,100 | D | \$ 45.7 | 371,762 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 312 | D | \$ 45.69 | 371,450 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 300 | D | \$ 45.68 | 371,150 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 3,100 | D | \$ 45.67 | 368,050 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 2,945 | D | \$ 45.66 | 365,105 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 9,700 | D | \$ 45.65 | 355,405 | D |
| Class B Common (\$01 Par) | 06/03/2008 | S | 1,099 | D | \$ 45.64 | 354,306 | D |

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

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 control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 or Number of Shares |
| Employee Stock Option | \$ 39.344 | 06/03/2008 | | M | | 12/08/2001 | 12/07/2008 | Class B | 132,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| RATCLIFFE GEORGE J C/O HUBBELL INCORPORATED 584 DERBY MILFORD ROAD ORANGE, CT 06477 | X | | | Trustee of 10% Owner Trust |

Signatures

Richard W. Davies Attorney-in-fact for George J. Ratcliffe
 Signature: _____ Date: 07/17/2008

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).

Remarks:

This Form 4 filing consists of 3 separate filings. This Form 4 is 1 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.