

POWERS TIMOTHY H
Form 4
February 02, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/31/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class B Common (\$0.01 Par)	01/31/2012		M		20,000 A \$ 47.95	265,262	D
Class B Common (\$0.01 Par)	01/31/2012		S		16,060 (1) D \$ 72.5175 (2)	249,202	D
Class B Common (\$0.01 Par)	01/31/2012		M		100,319 A \$ 49.755	349,521	D
Class B Common (\$0.01 Par)	01/31/2012		F		81,787 D \$ 72.69	267,734	D

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Common (3)
 (\$.01 Par)

Class B
 Common 500 I By Wife
 (\$.01 Par)

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

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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 or Number of Shares
Employee Stock Option	\$ 47.95	01/31/2012		M	20,000	(4)	12/06/2014	Class B	20,000
Stock Appreciation Right	\$ 49.755	01/31/2012		M	100,319	(4)	12/05/2015	Class B	100,319

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
 02/02/2012

**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).

The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the

(1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnote 2 to this Form 4.

(2) The average per share price for all the shares sold was \$72.5175, with the lowest per share sale price being \$72.17 per share and the highest per share sale price being \$72.75 per share.

(3) 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.

(4) 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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