STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

#### DAVIES RICHARD W

Form 4

December 14, 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

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.

See Instruction

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

Symbol

1(b).

(Print or Type Responses)

DAVIES RICHARD W

1. Name and Address of Reporting Person \*

		HUBB	HUBBELL INC [HUBA, HUBB]				(Check all applicable)		
(Last)  C/O HUBE INCORPO WATERV	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2012				Director 10% Owner X Officer (give titleX Other (specify below) below)  Senior VP, Legal Affairs / Trustee of 10%  Owner Trust			
	(Street)	4. If Am	nendment, D	ate Origina	al	6.	. Individual or Joi	nt/Group Filin	g(Check
SHELTON	Filed(M	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ble I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	oror Dispos (Instr. 3,	ed of		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)
Class B Common (\$.01 Par)	12/04/2012		A	1,329	A	\$ 0 (1)	59,828	D	
Class B Common (\$.01 Par)	12/05/2012		F	249 (2)	D	\$ 83.285	59,579	D	
Class B Common (\$.01 Par)	12/10/2012		M	29,053	A	\$ 54.56	88,632	D	
	12/10/2012		F		D	\$ 84.03	65,371	D	

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Class B Common (\$.01 Par)			23,261 (2)					
Class B Common (\$.01 Par)	12/10/2012	M	15,600	A	\$ 52.85	80,971	D	
Class B Common (\$.01 Par)	12/10/2012	F	12,310 (2)	D	\$ 84.03	68,661	D	
Class B Common (\$.01 Par)	12/10/2012	M	26,712	A	\$ 46.96	95,373	D	
Class B Common (\$.01 Par)	12/10/2012	F	20,013 (2)	D	\$ 84.03	75,360	D	
Class B Common (\$.01 Par)	12/10/2012	M	16,025	A	\$ 59.95	91,385	D	
Class B Common (\$.01 Par)	12/10/2012	F	13,415 (2)	D	\$ 84.03	77,970	D	
Class B Common (\$.01 Par)	12/10/2012	M	4,023	A	\$ 64.48	81,993	D	
Class B Common (\$.01 Par)	12/10/2012	F	3,491 (2)	D	\$ 84.03	78,502	D	
Class B Common (\$.01 Par)	12/12/2012	S	18,923 (3)	D	\$ 84.3075 (4)	59,579	D	
Class B Common (\$.01 Par)						2,620	I	Shares owned by son (5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisable and</li></ol>	7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onDerivative	Expiration Date	Amount of
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Underlying

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3,				Securiti (Instr. 3	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Stock Appreciation Right	\$ 83.725	12/04/2012		A	8,820		<u>(6)</u>	12/04/2022	Class B	8,820
Stock Appreciation Right	\$ 54.56	12/10/2012		M		29,053	<u>(7)</u>	12/03/2017	Class B	29,05
Stock Appreciation Right	\$ 52.85	12/10/2012		M		15,600	<u>(7)</u>	12/04/2016	Class B	15,60
Stock Appreciation Right	\$ 46.96	12/10/2012		M		26,712	<u>(7)</u>	12/07/2019	Class B	26,71
Stock Appreciation Right	\$ 59.95	12/10/2012		M		16,025	<u>(7)</u>	12/06/2020	Class B	16,02
Stock Appreciation Right	\$ 64.48	12/10/2012		M		4,023	<u>(7)</u>	12/05/2021	Class B	4,023

# **Reporting Owners**

Reporting Owner Name / Address				Relationships	
	Director	10% Owner	Officer		Other

DAVIES RICHARD W C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484

Senior VP, Legal Affairs Trustee of 10% Owner Trust

### **Signatures**

Megan C. Preneta, Attorney-in-fact for Richard W.
Davies
12/14/2012

\*\*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).
- (1) Restricted stock grant vests in three equal annual installments beginning on December 4, 2013.
- (2) 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.

Reporting Owners 3

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- The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the 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 4 to this Form 4.
- (4) The average per share price for all the shares sold was \$84.3075, with the lowest per share price being \$84.20 and the highest per share price being \$84.72.
- The reporting person disclaimed beneficial ownership of these securities, as noted on his Form 5 filed on January 24, 2007, since these (5) shares are owned by his non-minor son. These shares were previously reported on Form 4s as Indirect ownership by the reporting person as custodian for his minor son under the UGMA of Connecticut.
- (6) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 4, 2013.
- (7) 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. 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.