

DAVIES RICHARD W  
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 \*  
DAVIES RICHARD W

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)  
VP and General Counsel / Trustee of 10% Owner Trust

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	(A) or (D)	Price
Class B Common (\$0.01 Par)	01/31/2012		M		30,000	A	\$ 47.95 85,178
Class B Common (\$0.01 Par)	01/31/2012		S		30,000 <u>(1)</u>	D	\$ 72.5457 <u>(2)</u> 55,178
Class B Common (\$0.01 Par)	01/31/2012		M		4,231	A	\$ 44.31 59,409
	01/31/2012		S			D	55,178

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Class B Common (\$0.01 Par)	4,231 <u>(3)</u>	\$ 72.2259 <u>(4)</u>
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Class B Common (\$0.01 Par)	2,620	I	Shares owned by son <u>(5)</u>
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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)	8. P... Deri... Secu... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 47.95	01/31/2012		M	30,000	<u>(6)</u> 12/06/2014	Class B	30,000	
Employee Stock Option	\$ 44.31	01/31/2012		M	4,231	<u>(6)</u> 12/01/2013	Class B	4,231	

## 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

VP and General Counsel    Trustee of 10% Owner Trust

## Signatures

Richard W. Davies                      02/02/2012

Date

\_\_Signature of  
Reporting Person

## 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 \$72.5457, with the lowest per share sale price being \$72.15 per share and the highest per share sale price being \$72.75 per share.  
The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the  
(3) 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 \$72.2259, with the lowest per share sale price being \$72.13 per share and the highest per share sale price being \$72.38 per share.  
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) 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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