HUBBELL INC Form 4 May 19, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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0.5

Form 4 or Form 5 obligations may continue SECURITIES

Filed approach to Section 16(a) of the Securities Freehouse Act of 1024

burden hours per response...

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> Keating Neal J 2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HUBBELL INC [HUBA, HUBB]

(Check all applicable)

(Last)

(First) (Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

\_X\_ Director \_\_\_\_\_ 10% Owner Officer (give title \_\_\_\_\_ Other (specify

C/O HUBBELL INCORPORATED, 40 WATERVIEW DRIVE

(Street) 4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

(Month/Day/Year)

05/15/2014

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

below)

SHELTON, CT 06484

Security

(Instr. 3)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities 5. Amount of 6. Ownership 7. Nature of 6.

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership

(Instr. 4)

(Instr. 4)

Following

(A)

Or

Reported

Transaction(s)

TransactionAcquired (A) or

or (Instr. 3 and 4)

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

(Month/Day/Year)

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SEC 1474

(9-02)

## 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 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day	Year)	(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Deferred Compensation Stock Unit (1)	(1)	05/15/2014		A		49.494		(2)	(2)	Class A and Class B Common Stock	49.494

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner name / name of	Director	10% Owner	Officer	Other			
Keating Neal J C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484	X						

## **Signatures**

Megan C. Preneta, Attorney-in-fact for Neal J.

Keating

05/19/2014

\*\*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) Each Director Deferred Compensation Stock Unit consists of one share each of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan for Directors, as amended and restated.
- (2) Deferred Units are payable commencing six months following the reporting person's retirement or separation from the Board.
- (3) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (4) Includes 5.178 Directors Deferred Compensation Stock Units paid to the reporting person on March 14, 2014 pursuant to the dividend reinvestment provisions of the Hubbell Deferred Compensation Plan for Directors.

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.

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