HUBBELL INC Form 4 August 19, 2014

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person * Keating Neal J

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HUBBELL INC [HUBA, HUBB]

08/15/2014

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

X_ Director 10% Owner Officer (give title Other (specify below)

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

SHELTON, CT 06484

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 (9-02)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 Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 3	8)	Securities Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of	(Month/Day/	y/Year) (Instr. 3 an		4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Deferred Compensation Stock Unit (1)	(1)	08/15/2014		A		46.285		(2)	(2)	Class A and Class B Common Stock	46.285

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner name, marens	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
08/19/2014

**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 5.016 Directors Deferred Compensation Stock Units paid to the reporting person on June 13, 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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