HUBBELL INC Form 4 May 07, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

1(b).

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 * Guzzi Anthony

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HUBBELL INC [HUBA, HUBB]

(Check all applicable)

(First) (Middle) (Last)

(State)

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

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

C/O HUBBELL **INCORPORATED, 40** WATERVIEW DRIVE

> (Street) 4. If Amendment, Date Original

05/05/2015

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

Filed(Month/Day/Year)

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

SHELTON, CT 06484

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

7. Nature of

Ownership (Instr. 4)

Indirect

Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3) .	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d d of	(Month/Day	Year)	(Instr. 3 and 4)		Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Directors Deferred Restricted Class B Stock Units (1)	(1)	05/05/2015		A		1,001		<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,001	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Guzzi Anthony							
C/O HUBBELL INCORPORATED	X						
40 WATERVIEW DRIVE	Λ						
SHELTON, CT 06484							

Signatures

Megan C. Preneta, Attorney-in-fact for Anthony J.
Guzzi

05/07/2015

**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).
- Each Director Deferred Restricted Class B Share Unit is the economic equivalent of one share of Class B Common stock. The Director Deferred Restricted Class B Share Units vest on the date of the next regularly scheduled Annual Meeting of Shareholders to be held in 2016. Vested Director Deferred Class B Share Units will continue to be deferred until payout. Director Deferred Class B Share Units are payable commencing the first day of January following the reporting person's retirement or separation from the Board.
- (2) This total includes reinvested dividend equivalents that have been paid on the individual's Directors Deferred Restricted Class B Stock Units.

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.

Reporting Owners 2