

Poyck Kevin Arthur
 Form 4
 August 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Poyck Kevin Arthur

2. Issuer Name and Ticker or Trading Symbol
 HUBBELL INC [HUBB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2018

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

Group President, Lighting

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 or Price | | | |
| Common Stock | 08/16/2018 | | M | | \$ 2,535 | A | \$ 107.865 13,376 | D |
| Common Stock | 08/16/2018 | | F | | \$ 2,319 (1) | D | \$ 123.225 11,057 | D |
| Common Stock | 08/16/2018 | | M | | \$ 3,068 | A | \$ 106.44 14,125 | D |
| Common Stock | 08/16/2018 | | F | | \$ 2,782 (1) | D | \$ 123.225 11,343 | D |
| Common Stock | 08/16/2018 | | M | | \$ 3,630 | A | \$ 109.065 14,973 | D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|------------|--------|---|
| Common Stock | 08/16/2018 | F | <u>3,344</u> (1) | D | \$ 123.225 | 11,629 | D |
| Common Stock | 08/16/2018 | M | 4,250 | A | \$ 97.48 | 15,879 | D |
| Common Stock | 08/16/2018 | F | <u>3,641</u> (1) | D | \$ 123.225 | 12,238 | D |
| Common Stock | 08/16/2018 | M | 4,557 | A | \$ 113.69 | 16,795 | D |
| Common Stock | 08/16/2018 | F | <u>4,315</u> (1) | D | \$ 123.225 | 12,480 | D |

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

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 107.865 | 08/16/2018 | | M | 2,535 | <u>(2)</u> 12/10/2023 | Common Stock | 2,535 |
| Stock Appreciation Right | \$ 106.44 | 08/16/2018 | | M | 3,068 | <u>(2)</u> 12/02/2024 | Common Stock | 3,068 |
| Stock Appreciation Right | \$ 109.065 | 08/16/2018 | | M | 3,630 | <u>(2)</u> 07/01/2025 | Common Stock | 3,630 |
| Stock Appreciation Right | \$ 97.48 | 08/16/2018 | | M | 4,250 | <u>(2)</u> 12/08/2025 | Common Stock | 4,250 |
| Stock Appreciation | \$ 113.69 | 08/16/2018 | | M | 4,557 | <u>(2)</u> 12/06/2026 | Common Stock | 4,557 |

Right

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Poyck Kevin Arthur C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484 | | | Group President, Lighting | |

Signatures

An-Ping Hsieh, Attorney-in-fact for Kevin A. Poyck 08/20/2018

**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) 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.
- (2) 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.