

DAVIES RICHARD W
Form 4
December 14, 2012

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 *
DAVIES RICHARD W

(Last) (First) (Middle)

C/O HUBBELL
INCORPORATED, 40
WATERVIEW DRIVE

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior VP, Legal Affairs / Trustee of 10% Owner Trust

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

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

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)	12/04/2012		A		1,329	A	\$ 0 ⁽¹⁾	59,828	D	
Class B Common (\$0.01 Par)	12/05/2012		F		249 ⁽²⁾	D	\$ 83.285	59,579	D	
Class B Common (\$0.01 Par)	12/10/2012		M		29,053	A	\$ 54.56	88,632	D	
	12/10/2012		F			D	\$ 84.03	65,371	D	

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Class B Common (\$01 Par)			23,261 <u>(2)</u>					
Class B Common (\$01 Par)	12/10/2012	M	15,600	A	\$ 52.85	80,971	D	
Class B Common (\$01 Par)	12/10/2012	F	12,310 <u>(2)</u>	D	\$ 84.03	68,661	D	
Class B Common (\$01 Par)	12/10/2012	M	26,712	A	\$ 46.96	95,373	D	
Class B Common (\$01 Par)	12/10/2012	F	20,013 <u>(2)</u>	D	\$ 84.03	75,360	D	
Class B Common (\$01 Par)	12/10/2012	M	16,025	A	\$ 59.95	91,385	D	
Class B Common (\$01 Par)	12/10/2012	F	13,415 <u>(2)</u>	D	\$ 84.03	77,970	D	
Class B Common (\$01 Par)	12/10/2012	M	4,023	A	\$ 64.48	81,993	D	
Class B Common (\$01 Par)	12/10/2012	F	3,491 <u>(2)</u>	D	\$ 84.03	78,502	D	
Class B Common (\$01 Par)	12/12/2012	S	18,923 <u>(3)</u>	D	\$ 84.3075 <u>(4)</u>	59,579	D	
Class B Common (\$01 Par)						2,620	I	Shares owned by son <u>(5)</u>

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying
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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 \$84.3075, with the lowest per share price being \$84.20 and the highest per share price being \$84.72.

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) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 4, 2013.

(7) 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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