**HUBBELL INC** 

Form 4

February 18, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

**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

1(b).

(Print or Type Responses)

1. Name and Add POWERS TIM	•	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol HUBBELL INC [HUBA, HUBB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(check an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
C/O HUBBELL			02/13/2014	Officer (give title Other (specify			
INCORPORA	ATED, 40			below) below)			
WATERVIEV	W DRIVE						
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SHELTON, CT 06484				Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
Class B Common (\$.01 Par)	02/13/2014		A		A	\$ 0 (1)	273,385	D	
Class B Common (\$.01 Par)	02/13/2014		F(2)	8,070	D	\$ 119.5	265,315	D	
Class B Common (\$.01 Par)							500	I	By Wife
Class B							9,500	I	By Wife,

Common as Trustee (\$.01 Par)

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

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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)

De Se		2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration (Month/Da or O)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (I	Date Exercisable	Expiration e Date	Title	Amoun Numbe Shares	
De Co	rectors eferred empensation ock Units (3)	<u>(3)</u>	02/14/2014		A	195.576	<u>(4)</u>	<u>(4)</u>	Class A and B Common Stock	195.5	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POWERS TIMOTHY H C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484

X

#### **Signatures**

Megan C. Preneta, Attorney-in-fact for Timothy H. Powers

02/18/2014

\*\*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) Settlement of performance shares granted on December 6, 2010, which vested based on the Company's total shareholder return as compared to the total shareholder return of other companies in the S&P Mid-Cap 400 Index.
- (2) Shares withheld for payment of taxes upon vesting of performance shares.

**(3)** 

Reporting Owners 2

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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.

- (4) Deferred Units are payable commencing six months following the reporting person's retirement or separation from the Board.
- (5) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (6) Includes 2.945 Directors Deferred Compensation Stock Units paid to the reporting person on December 13, 2013 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.