

HUBBELL INC

Form 4

December 28, 2012

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOOD LYNN J

(Last) (First) (Middle)

2327 VERNON DRIVE

(Street)

CHARLOTTE, NC 28211

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2012

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)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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	Derivative Security		Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Directors Deferred Compensation Stock Units ⁽¹⁾	<u>(1)</u>	12/26/2012	A		10.07		<u>(2)</u>	<u>(2)</u>	Class A and Class B Common Stock	10.07
Director Deferred Restricted Class B Share Units ⁽⁴⁾	<u>(4)</u>	12/26/2012	A		7.643		<u>(4)</u>	<u>(4)</u>	Class B Common Stock	7.643

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOD LYNN J 2327 VERNON DRIVE CHARLOTTE, NC 28211	X			

Signatures

Megan C. Preneta, Attorney-in-fact for Lynn J. Good

12/28/2012

****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, 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) 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 2013. Vested Director Deferred Class B Share Units will continue to be deferred until payout. Director Deferred Class B Share 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 of Class B Common Stock.

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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