

RATCLIFFE GEORGE J

Form 4

April 27, 2006

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 *
RATCLIFFE GEORGE J

(Last) (First) (Middle)

**C/O HUBBELL
INCORPORATED, 584 DERBY
MILFORD ROAD**

(Street)

ORANGE, CT 06477

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HUBBELL INC [HUBA, HUBB]

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

04/26/2006

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)

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)	04/26/2006		M		100,000	A	\$ 41.688	383,570	D
Class B Common (\$0.01 Par)	04/26/2006		S		2,100	D	\$ 52.4	381,470	D
Class B Common (\$0.01 Par)	04/26/2006		S		400	D	\$ 52.41	381,070	D
Class B	04/26/2006		S		900	D	\$ 52.42	380,170	D

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Common
(\$01 Par)

Class B

Common	04/26/2006	S	1,500	D	\$ 52.43	378,670	D
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(\$01 Par)

Class B

Common	04/26/2006	S	600	D	\$ 52.44	378,070	D
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(\$01 Par)

Class B

Common	04/26/2006	S	1,000	D	\$ 52.46	377,070	D
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(\$01 Par)

Class B

Common	04/26/2006	S	500	D	\$ 52.47	376,570	D
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(\$01 Par)

Class B

Common	04/26/2006	S	1,600	D	\$ 52.49	374,970	D
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(\$01 Par)

Class B

Common	04/26/2006	S	53,100	D	\$ 52.5	321,870	D
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(\$01 Par)

Class B

Common	04/26/2006	S	500	D	\$ 52.51	321,370	D
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(\$01 Par)

Class B

Common	04/26/2006	S	600	D	\$ 52.52	320,770	D
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(\$01 Par)

Class B

Common	04/26/2006	S	400	D	\$ 52.53	320,370	D
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(\$01 Par)

Class B

Common	04/26/2006	S	300	D	\$ 52.54	320,070	D
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(\$01 Par)

Class B

Common	04/26/2006	S	300	D	\$ 52.58	319,770	D
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(\$01 Par)

Class B

Common	04/26/2006	S	100	D	\$ 52.59	319,670	D
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(\$01 Par)

Class B

Common	04/26/2006	S	700	D	\$ 52.6	318,970	D
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(\$01 Par)

Class B

Common	04/26/2006	S	400	D	\$ 52.61	318,570	D
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(\$01 Par)

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Class B Common (\$01 Par)	04/26/2006	S	1,000	D	\$ 52.62	317,570	D
Class B Common (\$01 Par)	04/26/2006	S	600	D	\$ 52.63	316,970	D
Class B Common (\$01 Par)	04/26/2006	S	800	D	\$ 52.64	316,170	D
Class B Common (\$01 Par)	04/26/2006	S	200	D	\$ 52.65	315,970	D
Class B Common (\$01 Par)	04/26/2006	S	400	D	\$ 52.66	315,570	D
Class B Common (\$01 Par)	04/26/2006	S	100	D	\$ 52.67	315,470	D
Class B Common (\$01 Par)	04/26/2006	S	1,000	D	\$ 52.68	314,470	D
Class B Common (\$01 Par)	04/26/2006	S	400	D	\$ 52.69	314,070	D
Class B Common (\$01 Par)	04/26/2006	S	600	D	\$ 52.7	313,470	D
Class B Common (\$01 Par)	04/26/2006	S	800	D	\$ 52.71	312,670	D
Class B Common (\$01 Par)	04/26/2006	S	3,100	D	\$ 52.72	309,570	D
Class B Common (\$01 Par)	04/26/2006	S	3,100	D	\$ 52.73	306,470	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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 41.688	04/26/2006		M	100,000	12/09/1999 12/09/2006	Class B 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATCLIFFE GEORGE J C/O HUBBELL INCORPORATED 584 DERBY MILFORD ROAD ORANGE, CT 06477		X		Trustee of 10% Owner Trust

Signatures

Richard W. Davies Attorney-in-fact for George J.
Ratcliffe

04/27/2006

__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).

Remarks:

This is Part 1 of 2 of this Form 4 filing; Part 2 of 2 will be filed later this same day.

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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