HUBBELL INC Form 4 July 13, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number:

January 31,

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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(b).

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HUBBELL INC [HUBA, HUBB]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

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

07/11/2012

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

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

Person

CHARLOTTE, NC 28211

2327 VERNON DRIVE

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(9-02)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

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	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	/ (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Deferred Compensation Stock Units (1)	(1)	07/11/2012	A	7.94	<u>(2)</u>	(2)	Class A and Class B Common Stock	7.94
Director Deferred Restricted Class B Share Units (4)	<u>(4)</u>	07/11/2012	A	7.137	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	7.137

Reporting Owners

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

Signatures

Megan C. Preneta, Attorney-in-fact for Lynn J. 07/13/2012

**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.
- 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.

Reporting Owners 2

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