HUBBELL INC Form 4 May 19, 2014

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

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(b).

1. Name and Address of Reporting Person * CARDOSO CARLOS M

2. Transaction Date 2A. Deemed

(First) (Middle) (Last)

C/O HUBBELL

INCORPORATED, 40 WATERVIEW DRIVE

SHELTON, CT 06484

1. Title of

Security

(Instr. 3)

(Street)

(State) (Zip) (City)

2. Issuer Name and Ticker or Trading

Symbol

HUBBELL INC [HUBA, HUBB] 3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

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required to respond unless the form displays a currently valid OMB control

number.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year)

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

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securities

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (ADisposed of (Instr. 3, 4, 5)	f (D)	(Month/Day/	Year)	(Instr. 3 and	4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares	
Directors Deferred Compensation Stock Units (1)	Ш	05/15/2014		A		101.188		(2)	(2)	Class A and Class B Common Stock	101.1	

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
CARDOSO CARLOS M C/O HUBBELL INCORPORATED 0 WATERVIEW DRIVE HELTON, CT 06484	X							

Signatures

Megan C. Preneta, Attorney-in-fact for Carlos M.
Cardoso
05/19/2014

**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) 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.
- (2) Deferred Units are payable commencing the fifth business day of January 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) Includes 2.34 Directors Deferred Compensation Stock Units paid to the reporting person on March 14, 2014 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.

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