DAVIES RICHARD W
Form 4
December 14, 2012

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIES RICHARD W

(Last) (First) (Middle)

C/O HUBBELL INCORPORATED, 40 WATERVIEW DRIVE

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
Senior VP, Legal Affairs / Trustee of 10% Owner Trust

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 ($.01 Par)	12/04/2012		A		1,329	A	$ 0 (1)	59,828	D	
Class B Common ($.01 Par)	12/05/2012		F		249 (2)	D	$ 83.285	59,579	D	
Class B Common ($.01 Par)	12/10/2012		M		29,053	A	$ 54.56	88,632	D	
	12/10/2012		F			D	$ 84.03	65,371	D	

Class B Common ($.01 Par)			23,261 (2)					
Class B Common ($.01 Par)	12/10/2012	M	15,600	A	$ 52.85	80,971	D	
Class B Common ($.01 Par)	12/10/2012	F	12,310 (2)	D	$ 84.03	68,661	D	
Class B Common ($.01 Par)	12/10/2012	M	26,712	A	$ 46.96	95,373	D	
Class B Common ($.01 Par)	12/10/2012	F	20,013 (2)	D	$ 84.03	75,360	D	
Class B Common ($.01 Par)	12/10/2012	M	16,025	A	$ 59.95	91,385	D	
Class B Common ($.01 Par)	12/10/2012	F	13,415 (2)	D	$ 84.03	77,970	D	
Class B Common ($.01 Par)	12/10/2012	M	4,023	A	$ 64.48	81,993	D	
Class B Common ($.01 Par)	12/10/2012	F	3,491 (2)	D	$ 84.03	78,502	D	
Class B Common ($.01 Par)	12/12/2012	S	18,923 (3)	D	$ 84.3075 (4)	59,579	D	
Class B Common ($.01 Par)						2,620	I	Shares owned by son (5)

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					Securities (Instr. 3 and 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Stock Appreciation Right	$ 83.725	12/04/2012	A		8,820		(6)	12/04/2022	Class B	8,820
Stock Appreciation Right	$ 54.56	12/10/2012	M			29,053	(7)	12/03/2017	Class B	29,05
Stock Appreciation Right	$ 52.85	12/10/2012	M			15,600	(7)	12/04/2016	Class B	15,60
Stock Appreciation Right	$ 46.96	12/10/2012	M			26,712	(7)	12/07/2019	Class B	26,71
Stock Appreciation Right	$ 59.95	12/10/2012	M			16,025	(7)	12/06/2020	Class B	16,02
Stock Appreciation Right	$ 64.48	12/10/2012	M			4,023	(7)	12/05/2021	Class B	4,023

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIES RICHARD W C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484			Senior VP, Legal Affairs	Trustee of 10% Owner Trust

Signatures

Megan C. Preneta, Attorney-in-fact for Richard W. Davies	12/14/2012
**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) Restricted stock grant vests in three equal annual installments beginning on December 4, 2013.

(2) The shares withheld by the Issuer were calculated on the spread between the price of the SAR and the market price on the date the SAR was exercised. The payment of withholding taxes for the SAR that was exercised on this date was also included in this number.

(3) The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnote 4 to this Form 4.

(4) The average per share price for all the shares sold was $84.3075, with the lowest per share price being $84.20 and the highest per share price being $84.72.

(5) The reporting person disclaimed beneficial ownership of these securities, as noted on his Form 5 filed on January 24, 2007, since these shares are owned by his non-minor son. These shares were previously reported on Form 4s as Indirect ownership by the reporting person as custodian for his minor son under the UGMA of Connecticut.

(6) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 4, 2013.

(7) 33 1/3% on first anniversary date of grant; 33 1/3% on second anniversary date of grant; balance on third anniversary date of grant

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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