

HUBBELL INC  
Form 4  
May 14, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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).

**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. Name and Address of Reporting Person \*  
**MURPHY W ROBERT**

(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)  
**05/12/2015**

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)  
**Executive VP Marketing & Sales**

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 or Price                                                                               |                                                          |                                                       |
| Class B Common (\$0.01 Par)     | 05/12/2015                           |                                                    | M                              |                                                                   | 4,000 A \$ 29.275                                                                             | 23,876                                                   | D                                                     |
| Class B Common (\$0.01 Par)     | 05/12/2015                           |                                                    | F                              |                                                                   | 2,070 (1) D \$ 109.1375                                                                       | 21,806                                                   | D                                                     |
| Class B Common (\$0.01 Par)     | 05/12/2015                           |                                                    | M                              |                                                                   | 7,212 A \$ 59.95                                                                              | 29,018                                                   | D                                                     |
| Class B Common (\$0.01 Par)     | 05/12/2015                           |                                                    | F                              |                                                                   | 5,069 D \$                                                                                    | 23,949                                                   | D                                                     |

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|                                 |            |  |   |                            |   |                |        |                 |
|---------------------------------|------------|--|---|----------------------------|---|----------------|--------|-----------------|
| Common<br>(\$01 Par)            |            |  |   | <u>(1)</u>                 |   | 109.1375       |        |                 |
| Class B<br>Common<br>(\$01 Par) | 05/12/2015 |  | M | 7,187                      | A | \$ 64.48       | 31,136 | D               |
| Class B<br>Common<br>(\$01 Par) | 05/12/2015 |  | F | <u>5,653</u><br><u>(1)</u> | D | \$<br>109.1375 | 25,483 | D               |
| Class B<br>Common<br>(\$01 Par) | 05/13/2015 |  | S | <u>5,607</u><br><u>(2)</u> | D | \$<br>109.4465 | 19,876 | D<br><u>(3)</u> |

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 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                         |
| Stock Appreciation Right                   | \$ 29.275                                              | 05/12/2015                           |                                                    | M                              | 4,000                                                                                   | <u>(4)</u> 12/01/2018                                    | Class B                                                       | 4,000                         |
| Stock Appreciation Right                   | \$ 59.95                                               | 05/12/2015                           |                                                    | M                              | 7,212                                                                                   | <u>(4)</u> 12/06/2020                                    | Class B                                                       | 7,212                         |
| Stock Appreciation Right                   | \$ 64.48                                               | 05/12/2015                           |                                                    | M                              | 7,187                                                                                   | <u>(4)</u> 12/05/2021                                    | Class B                                                       | 7,187                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

MURPHY W ROBERT  
C/O HUBBELL INCORPORATED  
40 WATERVIEW DRIVE  
SHELTON, CT 06484

Executive VP Marketing & Sales

## Signatures

Megan C. Preneta, Attorney-in-fact for W. Robert  
Murphy

05/14/2015

\_\_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) 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.  
The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the
- (2) 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 3 to this Form 4.
- (3) The average per share price for the 5,607 shares sold was \$109.4465, with the lowest per share price being \$109.19 and the highest per share price being \$109.61 per share.
- (4) 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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