

HUBBELL INC
Form 4
December 28, 2015

FORM 4

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

OMB APPROVAL

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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 *
SWIFT RICHARD J

(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 [HUBB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2015

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common (\$0.01 Par)	12/23/2015		J(1)	8,243 (2)	D	(1)	0	D
Common Stock	12/23/2015		J(1)	8,243 (2)	D	(1)	8,243 (2)	D

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

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(9-02)

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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 (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 Underlying (Instr. 3)	
						Date Exercisable	Expiration Date	Title
								Class and Class of Stock
Directors Deferred Compensation Stock Units	(3)	12/23/2015		J(1)	7,342.492 (4)	(3)	(3)	Class B Common Stock
Directors Deferred Compensation Stock Units	(3)	12/23/2015		J(1)	16,708.306	(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIFT RICHARD J C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484	X			

Signatures

Megan C. Preneta, Attorney-in-fact for Richard J. Swift
Date: 12/28/2015

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) On December 23, 2015, Hubbell Incorporated (the "Company") filed with the Secretary of the State of Connecticut (the time of the effectiveness of such filing, the "Effective Time") an Amended and Restated Certificate of Incorporation to, among other things, effect a reclassification transaction (the "Reclassification"), in which (a) each holder of Class A common stock of the Company, par value \$0.01 per share ("Class A Common Stock"), as of immediately prior to the Effective Time became entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held, and (b) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), issued and outstanding immediately prior to the Effective Time was reclassified into one share of common stock of the Company, par value \$0.01 per share (the "Common Stock").

(2) Includes (a) 7,242 shares of Class B Common Stock held directly, which have been reclassified into 7,242 shares of Common Stock, and (b) 1,001 shares of Class B Common Stock, which have been reclassified into 1,001 shares of Common Stock, previously granted as restricted stock under the Second Amended and Restated 2005 Incentive Award Plan.

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- Represents 7,342.492 previously granted deferred stock units (each deferred stock unit, prior to the Reclassification, consisting of one share each of Class A Common Stock and Class B Common Stock) which, in connection with the Reclassification, have been converted
- (3) into 16,708.306 deferred stock units (each stock unit, following the Reclassification, consisting of one share of Common Stock) under the Company's Deferred Plan for Directors. Deferred stock units are payable commencing the fifth business day of January following the reporting person's retirement or separation from the Board.
- (4) This total includes reinvested dividend equivalents that have been paid on the Individual's Directors Deferred securities.

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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