

EDWARDS GEORGE W JR
Form 4/A
January 14, 2009

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 *
EDWARDS GEORGE W JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
79 WEST VIEW WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2009

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

EATONTON, GA 31024

4. If Amendment, Date Original Filed(Month/Day/Year)
01/07/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class B Common (\$0.01 Par) | 01/08/2009 ⁽¹⁾ | | M | | 31,600 ⁽¹⁾ | A | 33,556 ⁽¹⁾ |
| | | | | | | D | |

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)

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| 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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| Directors Deferred Compensation Stock Units | (3) | 01/08/2009(4) | | M | 16,198.432 | 01/08/2009 01/08/2009 | Class A and Class B Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS GEORGE W JR 79 WEST VIEW WAY EATONTON, GA 31024 | | X | | |

Signatures

Richard W. Davies Attorney-in-fact for George W. Edwards, Jr. 01/14/2009

__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 Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009. The Company originally and inadvertently reported distributions in the amount of 31,495 as being made on January 5, 2009 based on a conversion formula using the closing share price of the Class A and Class B shares as of December 30, 2008 (the third business day preceding the original misreported date of distribution) as described in footnote 3 below. The difference in closing share prices between Class A shares and Class B shares on January 5, 2009 (the third business day prior to actual distribution) and December 30, 2008 resulted in 105 additional shares being reportable.
- (2) Each deferred compensation share unit was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock.
- (3) Reflects distribution of deferred compensation share units, each of which was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock, based on a conversion formula equal to the sum of (a) one Class B share for each share unit held, plus (b) the number of share units multiplied by the closing price of the Class A shares and divided by the closing price of the Class B shares, both determined on January 5, 2009, the third business day prior to the transaction date as provided for in Hubbell's Deferred Compensation Plan for Directors.
- (4) The Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009. The Company originally and inadvertently reported distributions on January 5, 2009.

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.