

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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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 \*  
Keating Neal 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 Stock (\$.01 Par)	12/23/2015		J <sup>(1)</sup>	5,571 (2)	D	0	D
Common Stock	12/23/2015		J <sup>(1)</sup>	5,571 (2)	A	5,571 (2)	D

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

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(9-02)

number.

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Directors Deferred Compensation Stock Units	(3)	12/23/2015		J(1)		1,575.679 (4)	(3)	(3)	Class A and Class B Common Stock
Directors Deferred Compensation Stock Units	(3)	12/23/2015		J(1)	3,585.558		(3)	(3)	Common Stock
Director Deferred Restricted Class B Share Units	(5)	12/23/2015		J(1)		4,696.236 (4)	(1)	(1)	Class B Common Stock
Director Deferred Restricted Share Units	(5)	12/23/2015		J(1)	4,696.236		(1)	(1)	Common Stock

## Reporting Owners

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

## Signatures

Megan C. Preneta, Attorney-in-fact for Neal J. Keating  
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 5,571 shares of Class B Common Stock held directly, which have been reclassified into 5,571 shares of Common Stock.

(3) Represents 1,575.679 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 into 3,585.558 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 six months 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.

(5) Represents 4,696.236 previously granted vested or unvested deferred restricted stock units ("RSUs") (each RSU, prior to the Reclassification, consisting of the right to receive one share of Class B Common Stock) which, in connection with the Reclassification, have been converted into 4,696.236 RSUs (each RSU, following the Reclassification, consisting of the right to receive one share of Common Stock) held under the Company's Deferred Plan for Directors. RSUs are payable commencing six months following the reporting person's retirement or separation from the Board.

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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