#### EDWARDS GEORGE W JR

Form 4

January 14, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction

may continue.

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading EDWARDS GEORGE W JR Issuer Symbol HUBBELL INC [HUBA, HUBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner \_ Other (specify Officer (give title 79 WEST VIEW WAY 01/12/2009 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting EATONTON, GA 31024 Person

(City)	(State) (2	Table Table	e I - Non-Do	erivative Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				/ A S	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Pri	(Instr. 3 and 4)		
Class D			Couc v	Amount (D) III			
Class B	(1)			(1)	(1)		
Common	01/12/2009(1)		M	$353 \frac{(1)}{1} A \frac{(2)}{1}$	33,909 <u>(1)</u>	D	
(\$.01 Par)							

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of Derivative States Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Directors Deferred Compensation Stock Units (3)	\$ 63.63 (4)	01/12/2009(1)		J <u>(5)</u>	178.201 (3)	, ,	01/12/2009	01/12/2009	Class and Cla B Comm Stock
Directors Defferred Compensation Stock Units	(1)	01/12/2009		M		178.201 (3)	01/12/2009	01/12/2009	Class and Cla B Comm

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>FB</b>	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

Stocl

## **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).
- Represents dividend equivalents on share units held under the Directors Deferred Compensation Plan that were in the individual's account **(1)** on December 15, 2008 but credited as of January 12, 2009 (the dividend payment date).
- Each deferred compensation share unit was the economic equivalent of one share of Class A Common Stock and one share of Class B **(2)** Common Stock.
- Equal number of shares of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Stock Plan for **(3)** Directors.
- (4) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (5) Reinvestment of cash dividend.
- (6) 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 Common 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 7, 2009, the third business day prior to the transaction date as provided for in

Reporting Owners 2

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Hubbell's Deferred Compensation Plan for Directors.

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.