#### MCNALLY ANDREW IV

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** 

**OMB APPROVAL** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCNALLY ANDREW IV

2. Issuer Name and Ticker or Trading Symbol

HUBBELL INC [HUBA, HUBB]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/12/2009

\_X\_\_ Director

10% Owner

HAMMOND, KENNEDY, WHITNEY & COMPANY. INC, 333 NORTH MICHIGAN

AVE., SUITE 2200

Officer (give title \_\_X\_ Other (specify below)

below) Trustee of 10% Owner Trust

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60601

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

(D)

Reported Transaction(s)

(Instr. 3 and 4) Price

Class B Common

(\$.01 Par)

01/12/2009(1)

M

Code V Amount

725 (1) A (2) 78,613

D

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

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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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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
				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>	365.91 (3)		01/12/2009	01/12/2009	Class A and Class B Common Stock
Directors Deferred Compensation Stock Units	(1)	01/12/2009		M		365.91 (3)	01/12/2009	01/12/2009	Class A and Class B Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
MCNALLY ANDREW IV HAMMOND, KENNEDY, WHITNEY & COMPANY, INC 333 NORTH MICHIGAN AVE., SUITE 2200 CHICAGO, IL 60601	X			Trustee of 10% Owner Trust		

## **Signatures**

Richard W. Davies Attorney-in-fact for Andrew McNally IV 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) Represents dividend equivalents on share units held under the Directors Deferred Compensation Plan that were in the individual's account on December 15, 2008 but credited as of January 12, 2009 (the dividend payment date).
- (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) Equal number of shares of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan for Directors.

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- (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
  - 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
- (6) 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 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.