UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10Q

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 1996

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ____________ to__________

Commission File Number 1-2958

HUBBELL INCORPORATED
(Exact name of registrant as specified in its charter)

State of Connecticut	06-0397030
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
584 Derby Milford Road, Orange, CT	06477
(Address of principal executive offices)	(Zip Code)

(203) 799-4100
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [x] No [ ]

The number of shares of registrant's classes of common stock outstanding as of May 6, 1996 were:

Class A ($.01 par value) 5,779,000

Class B ($.01 par value) 27,185,000

HUBBELL INCORPORATED
PART I - FINANCIAL INFORMATION
ITEM 1
FINANCIAL STATEMENTS
Consolidated Balance Sheet
(unaudited)
(in thousands)

	March 31, 1996	December 31, 1995
ASSETS		
Current Assets:		
Cash and temporary cash investments	$ 83,677	$ 86,984
Accounts receivable (net)	167,991	140,765
Inventories	239,218	236,384
Prepaid taxes	31,017	30,958
Other	4,966	5,015
Total Current Assets	526,869	500,106
Property, Plant and Equipment (net)	213,822	204,190
Other Assets:		
Investments	171,088	175,656
Purchase price in excess of net assets of companies acquired (net)	160,676	137,941
Property held as investment	8,036	8,329
Other	28,865	31,023
	$ 1,109,356	$1,057,245
Liabilities And Shareholders' Equity		
Current Liabilities:		
Commercial paper and notes	$ 18,635	$ ---
Accounts payable	38,220	34,272
Accrued salaries, wages and employee benefits	21,334	26,079
Accrued income taxes	43,084	30,711
Dividends payable	15,493	15,475
Accrued restructuring charge	10,000	10,000
Other accrued liabilities	85,278	78,401
Total Current Liabilities	232,044	194,938
Long-Term Debt	102,111	102,096
Other Non-Current Liabilities	74,138	76,766
Deferred Income Taxes	17,036	16,107
Shareholders' Equity	684,027	667,338
	$ 1,109,356	$1,057,245

See notes to consolidated financial statements.

HUBBELL INCORPORATED
Consolidated Statement of Income
(unaudited)
(in thousands, except per share amounts)

	Three Months Ended March 31, 1996	Three Months Ended March 31, 1995
Net Sales	$304,600	$278,434
Cost of goods sold	218,330	197,934
Gross Profit	86,270	80,500
Selling & administrative expenses	42,466	42,180
Operating Income	43,804	38,320
Other Income (Expense):		
Investment income	3,876	4,003
Interest expense	(2,100)	(2,213)
Other income (expense), net	(976)	(1,193)
Total Other Income, net	800	597
Income before Income Taxes	44,604	38,917
Provision for income taxes	12,935	10,508
Net Income	$ 31,669	$ 28,409
Earnings Per Share	$ 0.94	$ 0.85

See notes to consolidated financial statements.

HUBBELL INCORPORATED
Consolidated Statement of Cash Flows
(unaudited)
(in thousands)

	Three Months Ended March 31, 1996	Three Months Ended March 31, 1995
Cash Flows From Operating Activities		
Net income	$ 31,669	$ 28,409
Adjustments to reconcile net income to	---	
net cash provided by operating activities:		
Depreciation and amortization	10,776	9,826
Deferred income taxes	779	(934)
Changes in assets and liabilities, net of the effect of business acquisitions:		
(Increase)/Decrease in accounts receivable	(16,246)	(3,942)
(Increase)/Decrease in inventories	6,564	1,011
(Increase)/Decrease in other current assets	145	2,575
Increase/(Decrease) in current operating liabilities	14,013	(5,119)
Increase/(Decrease) in restructuring accruals	(2,118)	(2,915)
(Increase)/Decrease in other, net	1,903	6,355
Net cash provided by operating activities	47,485	35,266
Cash Flows From Investing Activities		
Acquisition of businesses	(31,365)	---
Additions to property, plant and equipment	(9,928)	(9,344)
Purchases of investments	(242)	(1,974)
Repayments and sales of investments	4,994	---
Other, net	2,151	2,030
Net cash used in investing activities	(34,390)	(9,288)
Cash Flows From Financing Activities		
Payment of dividends	(15,475)	(13,494)
Commercial paper and notes - borrowings (repayments)	---	1,707
Exercise of stock options	714	35
Acquisition of treasury shares	(1,641)	---
Net cash provided (used) in financing activities	(16,402)	(11,752)
Increase (Decrease) in cash and temporary cash investments	(3,307)	14,226
Cash And Temporary Cash Investments		
Beginning of period	86,984	38,865
End of period	$ 83,677	$ 53,091

See notes to consolidated financial statements

HUBBELL INCORPORATED
Notes to Consolidated Financial Statements
March 31, 1996
(unaudited)

1. Inventories are classified as follows: (in thousands)

	March 31, 1996	December 31, 1995
Raw Material	$ 84,831	$ 81,253
Work-in-Process	66,390	64,117
Finished Goods	137,677	140,428
	288,898	285,798
Excess of current Production costs over LIFO cost basis	49,680	49,414
	$ 239,218	$ 236,384

2. Shareholders' Equity comprises: (in thousands)

	March 31, 1996	December 31, 1995
Common Stock, $.01 par value:		
Class A-authorized 50,000,000 shares, outstanding 5,769,746 and 5,786,315 shares	$ 58	$ 58
Class B-authorized 150,000,000 shares, outstanding 27,183,972 and 27,139,225 shares	271	271
Additional paid-in-capital	436,980	437,908
Retained earnings	254,479	238,303
Unrealized holding gains (losses) on securities	144	74
Cumulative translation adjustments	(7,905)	(9,276)
	$684,027	$667,338

HUBBELL INCORPORATED
Notes to Consolidated Financial Statements
March 31, 1996
(unaudited)

3. On January 2, 1996, the Company acquired the assets of the Anderson Electrical Connectors business ("Anderson"). Anderson manufactures electrical connectors and associated hardware and tools for the electric utility industry with manufacturing facilities in Alabama and Tennessee. On January 31, 1996, the Company acquired all the outstanding stock of Gleason Reel Corp. ("Gleason") based in Mayville, Wisconsin. Gleason manufactures electric cable management products (including cable and hose reels, protective steel and nylon cable tracks and cable festooning hardware) and a line of ergonomic tool support systems.

   The businesses were acquired for cash of $31,365,000 and notes of $18,635,000 that mature in one year and were recorded under the purchase method of accounting. The costs of the acquired businesses has been allocated to assets acquired and liabilities assumed based on fair values with the residual amount assigned to goodwill, which is being amortized over forty years. The businesses have been included in the financial statements as of their respective acquisition date and had no material effect on the Company's financial position and reported earnings.

4. In the opinion of management, the information furnished in Part I-Financial Information on Form 10-Q reflects all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial statements for the periods indicated.

5. The results of operations for the three months ended March 31, 1996 and 1995 are not necessarily indicative of the results to be expected for the full year.

HUBBELL INCORPORATED

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

March 31, 1996

Financial Condition

At March 31, 1996, the Company's financial position remained strong with working capital of $294.8 million and a current ratio of 2.3 to 1. Total borrowings at March 31, 1996, were $120.7 million, 17.7% of shareholders equity.

The net decline in cash and temporary cash investments of $3.3 million for the three months ended March 31, 1996, reflects the purchase of Anderson and Gleason and quarterly dividend payment offset by cash provided from operating activities.

Net cash provided by operating activities reflects higher net income, continued emphasis on working capital management and funding of working capital for the recent acquisitions. Accounts receivable increased in line with higher sales. Inventories declined due to production efficiencies as the start-up phase of new production lines under the restructuring program progresses. The increase in liabilities is principally due to the higher level of business activity, increased income taxes and accrual of interest for the ten year notes.

The Company believes that currently available cash, borrowing facilities, and its ability to increase its credit lines if needed, combined with internally generated funds should be more than sufficient to fund capital expenditures as well as any increase in working capital that would be required to accommodate a higher level of business activity.

Results of Operations

Consolidated net sales increased more than 9% on strong growth reported by Lighting, Industrial Controls, Ohio Brass, A.B. Chance, Pulse Communications and Premise Wiring combined with the recent acquisition of Anderson and Gleason. Operating income increased more than 14% on the higher sales volume, improved operating efficiencies from the Company's restructuring program and the impact of the acquired businesses.

Low voltage segment sales increased 5% on higher shipment of industrial controls, lighting products and inclusion of Gleason. Most units showed modest increases as construction related markets were impacted by the severe winter weather. Operating income increased more than 11% on higher sales, improved operating efficiencies and inclusion of Gleason since its acquisition.

High voltage segment sales increased more than 15% on continued growth for surge arresters and insulators combined with the sales of Anderson products. Segment operating income increased in line with sales.

Other industry segment sales increased 11% as almost all units reported higher sales with particularly strong increases for telecommunications and wire management products. Operating profits increased 12% on the improved volume of higher margin telecommunications products and improved operating efficiencies.

HUBBELL INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
March 31, 1996
(continued)

Sales through the Company's International units were essentially even with last year while operating profits increased more than 10% reflecting the improved profitability of the restructured Canadian and European operations.

The effective income tax rate for 1996 is 29% versus 27% in 1995. The increase in the effective tax rate reflects a higher portion of domestic source income at resulting higher tax rates and the impact of our recently completed acquisitions. Net income and earnings per share increased 11%, respectively.

The Company's restructuring program is proceeding according to management's plan. At March 31, 1996, the restructuring accrual balance was $16,296,000 of which $10,000,000 is classified as current liability. Through March 31, 1996, cumulative costs charged to the restructuring accrual were $33,704,000 as follows (in thousands):

	Personnel Costs	Plant & Equipment Costs		Total
		Relocation	Disposal	
1993	$ 4,456	$ 2,794	$ ---	$ 7,250
1994	7,550	2,036	5,225	14,811
1995	3,017	5,048	1,461	9,526
1996 Y-T-D	523	1,022	572	2,117
Cumulative	$ 15,546	$ 10,900	$ 7,258	$ 33,704

Personnel costs include non-cash charges for early retirement programs which have been reclassified to the Company's pension liability totaling $6,203,000 since inception of the restructuring program.

HUBBELL INCORPORATED

PART II -- OTHER INFORMATION

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders held on May 6, 1996:

1. The following nine (9) individuals were elected directors of the Company for the ensuing year to serve until the next Annual Meeting of Shareholders of the Company and until their respective successors may be elected and qualified, the affirmative votes being a majority of the voting power of all outstanding eligible shares all voting as a single class:

Name of Individual	Votes For	Votes Withheld
E. Richard Brooks	122,190,954	557,095
George W. Edwards, Jr.	122,199,184	548,825
Andrew McNally IV	122,265,918	482,091
Daniel J. Meyer	122,212,785	535,224
Horace G. McDonell	122,165,973	582,036
Joel S. Hoffman	121,887,251	860,758
G. Jackson Ratcliffe	122,247,117	500,892
John A. Urquhart	122,212,957	535,052
Malcolm Wallop	122,038,174	664,835

2. Price Waterhouse was ratified as independent accountants to examine the annual financial statements for the Company for the year 1996 receiving 122,478,896 affirmative votes, being the affirmative vote of the holders of a majority of the voting power of all outstanding eligible shares all voting as a single class, with 76,835 negative votes and 192,279 votes abstained.

3. The proposal relating to approval of an amendment to, and restatement of, the Company's Restated Certificate of Incorporation, which appears on page 17 of the definitive proxy statement dated March 22, 1996 and filed with the Commission on March 27, 1996, which proposal is incorporated herein by reference, has been approved with 119,719,668 affirmative votes, being the affirmative vote of the holders of a majority of the voting power of all outstanding eligible shares all voting as a single class, with 2,610,748 negative votes and 417,593 votes abstained.

4. The proposal relating to approval of an amendment to the Company's Incentive Compensation Plan, which appears on pages 17 to 19 of the definitive proxy statement dated March 22, 1996, which proposal is incorporated herein by reference, has been approved with 117,633,639 affirmative votes, being the affirmative vote of the holders of a majority of the voting power of all outstanding eligible shares all voting as a single class, with 3,963,124 negative votes and 1,151,247 votes abstained.

5. The proposal relating to approval of the adoption of the Company's Senior Executive Incentive Compensation Plan, which appears on pages 19 to 20 of the definitive proxy statement dated March 22, 1996, which proposal is incorporated herein by reference, has been approved with 117,063,867 affirmative votes, being the affirmative vote of the holders of a majority of the voting power of all outstanding eligible shares all voting as a single class, with 4,334,534 negative votes and 1,349,587 votes abstained.

HUBBELL INCORPORATED
PART II -- OTHER INFORMATION

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS

Number	Description
10g+	Hubbell Incorporated Incentive Compensation Plan, as amended effective January 1, 1996. Exhibit B of the registrant's proxy statement, dated March 22, 1996, filed on March 27, 1996, is incorporated by reference.
10p+	Hubbell Incorporated Senior Executive Incentive Compensation Plan, effective January 1, 1996. Exhibit C of the registrant's proxy statement, dated March 22, 1996, filed on March 27, 1996, is incorporated by reference.
11.	Computation of Earnings Per Share
27.	Financial Data Schedule (Electronic filings only)

\+ This exhibit constitutes a management contract, compensatory plan, or arrangement.

REPORTS ON FORM 8-K

There were no reports on Form 8-K filed for the three months ended March 31, 1996.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HUBBELL INCORPORATED

Dated: May 10, 1996

/s/ HARRY B. ROWELL, JR.

Harry B. Rowell, Jr.
Executive Vice President
(Chief Financial and Accounting Officer)

EXHIBIT INDEX

EXHIBIT 11

HUBBELL INCORPORATED

Computation of Earnings Per Share

(in thousands, except per share amounts)

	Three Months Ended March 31, 1996	Three Months Ended March 31, 1995
Net Income	$31,669	$28,409
Weighted average number of common shares outstanding during the period	32,954	32,973
Common equivalent shares	598	308
Average number of shares outstanding	33,552	33,281
Earnings per Share	$ 0.94	$ 0.85

5
1,000

3-MOS
DEC-31-1996
MAR-31-1996
83,677
0
173,373
5,382
239,218
526,869
441,492
(227,670)
1,109,356
232,044
0
0
0
330
683,697
1,109,356
304,600
304,600
218,330
218,330
0
243
2,100
44,604
12,935
31,669
0
0
0
31,669
0.94
0.94