

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Mais Stephen M</u><br><br>(Last) (First) (Middle)<br>C/O HUBBELL INCORPORATED<br>40 WATERVIEW DRIVE<br><br>(Street)<br>SHELTON CT 06484<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HUBBELL INC [ HUBB ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior VP Human Resources</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2018</u>      |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |   |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock                    | 02/15/2018                           |  | M                              |   | 1,564   | A          | \$59.95                   | 16,669  | D  |   |
| Common Stock                    | 02/15/2018                           |  | F                              |   | 963 <sup>(1)</sup>  | D          | \$135.96                  | 15,706  | D  |   |
| Common Stock                    | 02/15/2018                           |  | M                              |   | 8,544   | A          | \$64.48                   | 24,250  | D  |   |
| Common Stock                    | 02/15/2018                           |  | F                              |   | 5,462 <sup>(1)</sup>  | D          | \$135.8375                | 18,788  | D  |   |
| Common Stock                    | 02/15/2018                           |  | S                              |   | 4,692 <sup>(2)</sup>  | D          | \$135.5942 <sup>(3)</sup> | 14,096  | D  |   |

**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) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Appreciation Right                   | \$59.95  | 02/15/2018                           |  | M                              |   |  | 1,564 | (4)  | 12/06/2020      | Common Stock  | 1,564                                      | \$0  | 0   | D  |       |
| Stock Appreciation Right                   | \$64.48  | 02/15/2018                           |  | M                              |   |  | 8,544 | (4)  | 12/05/2021      | Common Stock  | 8,544                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The shares withheld by the Issuer were calculated on the spread between the price of the SAR and the market price on the date the SAR was exercised. The payment of withholding taxes for the SAR that was exercised on this date was also included in this number.
- The reporting person undertakes to provide to Hubbell Incorporated, any security holder of Hubbell Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnote 3 to this Form 4.
- The average per share price for these 4,692 shares sold was \$135.5942 with the lowest per share price being \$135.35 and the highest per share price being \$135.918 per share.
- 33 1/3% on first anniversary date of grant; 33 1/3% on second anniversary date of grant; balance on third anniversary date of grant.

**Remarks:**

An-Ping Hsieh, Attorney-in-fact for Stephen M. Mais 02/20/2018

\*\* Signature of Reporting Person Date

\* 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).

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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