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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

March 20, 2002

Date of report (Date of earliest event reported)

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

CONNECTICUT

1-2958

06-0397030

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation or organization)

\_\_\_\_\_  
(Commission File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification Number)

584 Derby Milford Road, Orange, Connecticut 06477-4024

\_\_\_\_\_  
(Address of Principal Executive Offices) (Zip Code)

(203) 799-4100

\_\_\_\_\_  
(Registrant's telephone number, including area code)

N/A

\_\_\_\_\_  
(Former name or former address, if changed since last report.)

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ITEM 5. OTHER EVENTS.

On March 20, 2002, Hubbell Incorporated (the "Company") announced that it has signed a definitive agreement to acquire USI's LCA Group Inc., the domestic lighting division of U.S. Industries, Inc. The purchase price for the acquisition will be \$250.0 million in cash, subject to adjustment based on certain circumstances.

A copy of the Company's press release has been filed as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) and (b) None.

(c) The following document is furnished as an Exhibit to this Current Report on Form 8-K pursuant to Item 601 of Regulation S-K:

99.1 Press Release, dated March 20, 2002.

SIGNATURES

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 hereunto duly authorized.

HUBBELL INCORPORATED

By: /s/ Richard W. Davies

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Name: Richard W. Davies

Title: Vice President, General  
Counsel and Secretary

Date: March 20, 2002

EXHIBIT INDEX

EXHIBIT NO.	DOCUMENT DESCRIPTION
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99.1	Press Release, dated March 20, 2002.
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Date: March 20, 2002 NEWS RELEASE  
For Release: IMMEDIATELY

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Hubbell Incorporated  
584 Derby-Milford Road  
P. O. Box 549  
Orange, CT 06477  
203-799-4100

Contact: Thomas R. Conlin

HUBBELL AGREES TO ACQUIRE

USI LIGHTING GROUP  
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ORANGE, CT. (March 20, 2002) -- Hubbell Incorporated (NYSE: HUBA, HUBB) today announced that it has signed a definitive agreement to acquire USI's LCA Group Inc., the domestic lighting division of U.S. Industries, Inc., (NYSE: USI). The purchase price will be \$250 million in cash subject to adjustment based on certain circumstances. The transaction, which is subject to customary closing conditions, is expected to be completed in the second quarter.

USI lighting group, which operates through a broad group of subsidiaries is a prominent, full-line lighting product manufacturer with 2001 sales in excess of \$575 million. It serves a diverse series of lighting markets under well-recognized brand names:

- o Columbia Lighting: Specification and commercial grade fluorescent fixtures for a variety of commercial and industrial applications.
- o Dual-Lite: Commercial and industrial safety products including exit signage, emergency lighting, and central AC inverter systems.
- o Prescolite: Commercial and residential specification indoor downlighting, track lighting, and surface-mounted products.

- o Kim Lighting: Specification grade fixtures for architectural area, flood, structure, site/roadway, and landscape lighting for commercial and residential applications.
- o Spaulding Lighting: Outdoor area, canopy, flood, and pedestrian lighting fixtures and poles focusing on commercial installations.
- o Progress Lighting: The leading single source supplier of residential and light commercial decorative lighting.

Tim Powers, President and Chief Executive Officer of Hubbell, cited the acquisition's fit with Hubbell's strategic plan. "Lighting is one of our core businesses, and an area where we are experienced. The well-established, quality brands of these two companies will form a broad portfolio of leading names which will move us into the top tier of lighting fixture suppliers. In addition, it further strengthens Hubbell's emphasis on specification-grade products across all of the diverse markets we serve."

"The Company's focus on strategic acquisitions is moving forward," Powers continued. "Hubbell Lighting Controls added the MyTech Corporation last October with its industry leadership in solid state occupancy sensors. Earlier this month, we added Hawke International with its range of harsh and hazardous application products to our Killark and Chalmit operations that serve these same markets. The USI lighting group acquisition, once closed, will be a major and accretive step in our program."

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U.S. Industries, Inc., with its subsidiaries manufactures and distributes a broad range of consumer and industrial products in two business segments: Bath and Plumbing, and Rexair. Its principal brands include Jacuzzi, Zurn, Sundance Spas, Eljer, and Rexair.

Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve numerous assumptions, known and unknown risks, uncertainties and other factors which may cause actual and future performance or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include: achieving sales levels to fulfill revenue expectations; unexpected costs or charges, certain of which may be outside the control of the Company; general economic and business conditions; and competition.

Hubbell Incorporated is an international manufacturer of quality electrical and electronic products for commercial, industrial, utility, and telecommunications markets. With approximately \$1.3 billion in annual revenues, Hubbell Incorporated operates manufacturing facilities in North America, Puerto Rico, Mexico, Italy, Switzerland, and the United Kingdom, participates in a joint venture in Taiwan, and maintains sales offices in Singapore, Hong Kong, South Korea, People's Republic of China, and the Middle East. The corporate headquarters is located in Orange, CT.