

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>AMATO GARY N</u>			2. Issuer Name and Ticker or Trading Symbol <u>HUBBELL INC</u> [<u>HUBA, HUBB</u>]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Hubbell Electrical Segment</u>	
(Last) (First) (Middle) <u>C/O HUBBELL INCORPORATED</u> <u>40 WATERVIEW DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2015</u>			
(Street) <u>SHELTON CT 06484</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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			
Class B Common (\$.01 Par)	02/03/2015		M		6,781	A	\$64.48	27,741	D	
Class B Common (\$.01 Par)	02/03/2015		F		4,861 ⁽¹⁾	D	\$110.245	22,880	D	
Class B Common (\$.01 Par)	02/03/2015		M		5,285	A	\$83.72	28,165	D	
Class B Common (\$.01 Par)	02/03/2015		F		4,406 ⁽¹⁾	D	\$110.245	23,759	D	
Class B Common (\$.01 Par)	02/04/2015		S		2,799 ⁽²⁾	D	\$110.211 ⁽³⁾	20,960	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	Amount or Number of Shares				
Stock Appreciation Right	\$64.48	02/03/2014		M			6,781	(4)	12/05/2021	Class B	6,781	\$0.00	0	D	
Stock Appreciation Right	\$83.725	02/03/2015		M			5,285	(4)	02/04/2022	Class B	5,285	\$0.00	5,285	D	

Explanation of Responses:

1. The shares withheld by the Issuer were calculated based 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 of the SAR that was exercised on this date was also included in this number.
2. 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 2 to this Form 4.
3. The average price per share for the 2,799 share sold was \$110.211, with the lowest per share price being \$109.82 and the highest per share price being \$110.44.
4. 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:

Megan C. Preneta, Attorney-in-fact for Gary N. Amato 02/05/2015

** Signature of Reporting Person Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.