

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person* <u>MCNALLY ANDREW IV</u>  (Last) (First) (Middle) <u>HAMMOND, KENNEDY, WHITNEY &amp; COMPANY, INC</u> <u>333 NORTH MICHIGAN AVE., SUITE 2200</u>  (Street) <u>CHICAGO</u> <u>IL</u> <u>60601</u>  (City) (State) (Zip)	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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>Trustee of 10% Owner Trust</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/07/2009</u>	

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 A Common (\$.01 Par)	01/08/2009 <sup>(1)</sup>		M		2,431	A	(2)	2,431	D	
Class B Common (\$.01 Par)	01/08/2009 <sup>(3)</sup>		M		62,576 <sup>(3)</sup>	A	(2)	77,888 <sup>(3)</sup>	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				
Directors Deferred Compensation Stock Units	(4)	01/08/2009 <sup>(3)</sup>		M			33,261.174	01/08/2009	01/08/2009	Class A and Class B Common Stock	33,261.174	(4)	0	D	

Explanation of Responses:

1. The Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009.
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. The Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009. The Company originally and inadvertently reported distributions in the amount of 62,375 as being made on January 5, 2009 based on a conversion formula using the closing share price of the Class A and Class B shares as of December 30, 2008 (the third business day preceding the original misreported date of distribution) as described in footnote 4 below. The difference in closing share prices between Class A shares and Class B shares on January 5, 2009 (the third business day prior to actual distribution) and December 30, 2008 resulted in 201 additional Class B shares being reportable.
4. 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. 2,431 of share units from prior to 7/7/88 are converted on a one for one basis of one share of Class A Common Stock and one share of Class B Common Stock for each share unit held, and the remainder of the share units were converted based on a formula equal to the sum of (a) one Class B share for each share unit held plus (b) the number of share units held 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 5, 2009, the third business day prior to the transaction date as provided for in Hubbell's Deferred Compensation Plan for Directors.

Remarks:

Richard W. Davies Attorney-in-fact for Andrew McNally IV 01/14/2009  
\*\* 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.