

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 SEPTEMBER 30, 1999

/ / 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  
November 8, 1999 were:

Class A (\$.01 par value) 10,337,000

Class B (\$.01 par value) 54,413,000

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HUBBELL INCORPORATED  
PART I - FINANCIAL INFORMATION  
FINANCIAL STATEMENTS  
CONSOLIDATED BALANCE SHEET  
(IN MILLIONS)

ITEM 1.

|  | (Unaudited)<br>September 30, 1999<br>----- | December 31, 1998<br>----- |
|--|--|----------------------------|
| ASSETS<br>-----  |  |                            |
| Current Assets:  |  |                            |
| Cash and temporary cash investments                                | \$ 35.4                                    | \$ 30.1                    |
| Accounts receivable (net)  | 243.9                                      | 200.2                      |
| Inventories  | 284.4                                      | 300.9                      |
| Prepaid taxes  | 28.8                                       | 24.0                       |
| Other  | 9.2  | 9.6                        |
|  | -----                                      | -----                      |
| TOTAL CURRENT ASSETS   | 601.7                                      | 564.8                      |
| Property, Plant and Equipment (net)                                | 306.3                                      | 310.1                      |
| Other Assets:  |  |                            |
| Investments  | 210.2                                      | 197.3                      |
| Purchase price in excess of net assets of companies acquired (net) | 239.6                                      | 232.6                      |
| Property held as investment  | 11.7                                       | 12.0                       |
| Other  | 73.6                                       | 73.6                       |
|  | -----                                      | -----                      |
|  | \$1,443.1                                  | \$1,390.4                  |
|  | =====                                      | =====                      |
| LIABILITIES AND SHAREHOLDERS' EQUITY<br>-----                      |  |                            |
| Current Liabilities:   |  |                            |
| Commercial paper and notes   | \$ 155.3                                   | \$ 113.3                   |
| Accounts payable   | 70.1                                       | 69.8                       |
| Accrued salaries, wages and employee benefits                      | 30.6                                       | 26.6                       |
| Accrued income taxes   | 30.7                                       | 31.1                       |
| Dividends payable  | 20.8                                       | 20.4                       |
| Accrued consolidation and streamlining charge                      | 10.0                                       | 10.0                       |
| Other accrued liabilities  | 63.2                                       | 73.8                       |
|  | -----                                      | -----                      |
| TOTAL CURRENT LIABILITIES  | 380.7                                      | 345.0                      |
| Long-Term Debt   | 99.6                                       | 99.6                       |
| Other Non-Current Liabilities                                      | 91.6                                       | 104.1                      |
| Deferred Income Taxes  | 4.2  | 1.1                        |
| Shareholders' Equity   | 867.0                                      | 840.6                      |
|  | -----                                      | -----                      |
|  | \$1,443.1                                  | \$1,390.4                  |
|  | =====                                      | =====                      |

See notes to consolidated financial statements

HUBBELL INCORPORATED  
CONSOLIDATED STATEMENT OF INCOME  
(UNAUDITED)  
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

|                                      | THREE MONTHS ENDED<br>SEPTEMBER 30<br>----- |                 | NINE MONTHS ENDED<br>SEPTEMBER 30<br>----- |                  |
|--------------------------------------|---|-----------------|--|------------------|
|                                      | 1999<br>----                                | 1998<br>----    | 1999<br>----                               | 1998<br>----     |
| NET SALES                            | \$372.4                                     | \$361.6         | \$1,108.5                                  | \$1,073.8        |
| Cost of goods sold                   | 275.0<br>-----                              | 250.7<br>-----  | 793.5<br>-----                             | 742.1<br>-----   |
| GROSS PROFIT                         | 97.4  | 110.9           | 315.0                                      | 331.7            |
| Selling & administrative<br>Expenses | 57.2<br>-----                               | 53.3<br>-----   | 167.1<br>-----                             | 160.8<br>-----   |
| OPERATING INCOME                     | 40.2<br>-----                               | 57.6<br>-----   | 147.9<br>-----                             | 170.9<br>-----   |
| OTHER INCOME (EXPENSE):              |   |                 |  |                  |
| Investment income                    | 3.8   | 4.1             | 10.6                                       | 12.3             |
| Interest expense                     | (4.6)                                       | (2.6)           | (12.3)                                     | (7.0)            |
| Other income (expense), net          | 9.0<br>-----                                | (.8)<br>-----   | 14.1<br>-----                              | (2.0)<br>-----   |
| TOTAL OTHER INCOME, NET              | 8.2<br>-----                                | .7<br>-----     | 12.4<br>-----                              | 3.3<br>-----     |
| INCOME BEFORE INCOME TAXES           | 48.4  | 58.3            | 160.3                                      | 174.2            |
| Provision for income taxes           | 12.6<br>-----                               | 15.1<br>-----   | 41.7<br>-----                              | 47.0<br>-----    |
| NET INCOME                           | \$ 35.8<br>=====                            | \$43.2<br>===== | \$ 118.6<br>=====                          | \$127.2<br>===== |
| EARNINGS PER SHARE - BASIC           | \$ 0.55<br>=====                            | \$0.65<br>===== | \$ 1.82<br>=====                           | \$ 1.92<br>===== |
| EARNINGS PER SHARE - DILUTED         | \$ 0.54<br>=====                            | \$0.64<br>===== | \$ 1.79<br>=====                           | \$ 1.87<br>===== |
| CASH DIVIDENDS PER COMMON<br>SHARE   | \$ 0.32<br>=====                            | \$0.31<br>===== | \$ 0.95<br>=====                           | \$ 0.91<br>===== |

See notes to consolidated financial statements.

HUBBELL INCORPORATED  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(UNAUDITED)  
(IN MILLIONS)

|  | NINE MONTHS ENDED<br>SEPTEMBER 30<br>----- |              |
|--|--|--------------|
| CASH FLOWS FROM OPERATING ACTIVITIES<br>-----  | 1999<br>----                               | 1998<br>---- |
| Net income   | \$118.6                                    | \$127.2      |
| Adjustments to reconcile net income to<br>net cash provided by operating activities: |  |              |
| Gain on sale of business   | (8.8)                                      | --           |
| Depreciation and amortization  | 43.2                                       | 38.1         |
| Deferred income taxes  | (1.7)                                      | (.7)         |
| Expenditures for streamlining, consolidation and restructuring                       | (3.5)                                      | (2.9)        |
| Changes in assets and liabilities, net of the effect of business acquisitions:       |  |              |
| (Increase)/Decrease in accounts receivable   | (37.5)                                     | (8.5)        |
| (Increase)/Decrease in inventories   | 19.8                                       | 2.6          |
| (Increase)/Decrease in other current assets  | .8   | 18.6         |
| Increase/(Decrease) in current operating liabilities                                 | (17.6)                                     | (14.8)       |
| (Increase)/Decrease in other, net  | (2.4)                                      | 1.0          |
|  | -----                                      | -----        |
| Net cash provided by operating activities  | 110.9                                      | 160.6        |
|  | -----                                      | -----        |
| CASH FLOWS FROM INVESTING ACTIVITIES<br>-----  |  |              |
| Acquisition of businesses  | (38.3)                                     | (20.5)       |
| Sale of business   | 37.4                                       | --           |
| Additions to property, plant and equipment   | (44.4)                                     | (64.9)       |
| Purchases of investments   | (34.1)                                     | (21.7)       |
| Repayments and sales of investments  | 22.2                                       | 25.0         |
| Other, net   | .6   | 3.8          |
|  | -----                                      | -----        |
| Net cash used in investing activities  | (56.6)                                     | (78.3)       |
|  | -----                                      | -----        |
| CASH FLOWS FROM FINANCING ACTIVITIES<br>-----  |  |              |
| Payment of dividends   | (61.4)                                     | (59.3)       |
| Commercial paper and notes - borrowings  | 42.0                                       | 54.5         |
| Exercise of stock options  | 5.6  | 5.3          |
| Acquisition of treasury shares   | (35.2)                                     | (70.8)       |
|  | -----                                      | -----        |
| Net cash used in financing activities  | (49.0)                                     | (70.3)       |
|  | -----                                      | -----        |
| Increase in cash and temporary cash investments                                      | 5.3  | 12.0         |
| CASH AND TEMPORARY CASH INVESTMENTS<br>-----   |  |              |
| Beginning of period  | 30.1                                       | 75.2         |
|  | -----                                      | -----        |
| End of period  | \$ 35.4                                    | \$ 87.2      |
|  | =====                                      | =====        |

See notes to consolidated financial statements

HUBBELL INCORPORATED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 1999  
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring items) considered necessary for a fair presentation have been included. Operating results for the three and nine month periods ended September 30, 1999 are not necessarily indicative of the results that may be expected for the year ended December 31, 1999.

The balance sheet at December 31, 1998 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Hubbell Incorporated Annual Report on Form 10-K for the year ended December 31, 1998.

2. INVENTORIES ARE CLASSIFIED AS FOLLOWS: (IN MILLIONS)

|  | SEPTEMBER 30,<br>1999<br>---- | DECEMBER 31,<br>1998<br>---- |
|--|-------------------------------|------------------------------|
| Raw Material                               | \$ 96.2                       | \$ 104.9                     |
| Work-in-Process                            | 70.5                          | 79.6                         |
| Finished Goods                             | 163.4                         | 162.0                        |
|  | -----<br>330.1                | -----<br>346.5               |
| Excess of current<br>costs over LIFO basis | 45.7                          | 45.6                         |
|  | -----<br>\$284.4<br>=====     | -----<br>\$300.9<br>=====    |

3. SHAREHOLDERS' EQUITY COMPRISES: (IN MILLIONS)

|   | SEPTEMBER 30,<br>1999<br>---- | DECEMBER 31,<br>1998<br>---- |
|---|-------------------------------|------------------------------|
| Common Stock, \$.01 par value:<br>-----   |                               |                              |
| Class A-authorized 50,000,000 shares,<br>outstanding 10,357,021 and 10,781,483 shares | \$ .1                         | \$ .1                        |
| Class B-authorized 150,000,000 shares<br>outstanding 54,570,571 and 54,813,287 shares | .5                            | .5                           |
| Additional paid-in-capital  | 367.6                         | 397.8                        |
| Retained earnings   | 512.5                         | 455.7                        |
| Unrealized gains (losses) on investments  | --                            | .1                           |
| Cumulative translation adjustments  | (13.7)                        | (13.6)                       |
|   | -----<br>\$867.0<br>=====     | -----<br>\$840.6<br>=====    |

HUBBELL INCORPORATED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 1999  
(UNAUDITED)

4. BUSINESS COMBINATIONS

Acquisitions

On July 15, 1999, the Company completed the purchase of the Haefely high voltage test and instrumentation business from Trench Switzerland AG for \$25.0 million. Based in Switzerland, the product lines acquired include high voltage test and measurement equipment and a full line of electromagnetic test equipment. During the first quarter of 1999, the Company's Power segment acquired assets used in the manufacture and supply of high voltage underground cable accessory products and technology for the electrical utility market for a cash purchase price of \$13.3 million. During the first nine months of 1998, the Company acquired three product lines and associated assets for an aggregate cash purchase price of \$20.5 million.

The costs of the acquired businesses have 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 during the respective periods.

Dispositions

In September, the Company completed the sale of The Kerite Company, a wholly-owned subsidiary reported in the Power segment. Kerite, which manufactures high-performance, insulated power cable, was sold to The Marmon Corporation for a cash purchase price of \$38.5 million. The sale produced a net gain of \$8.8 million which is included in Other income (expense), net, in the Consolidated Statement of Income.

5. The following table sets forth the computation of earnings per share for the three and nine months ended September 30 (in millions except per share data):

|   | THREE MONTHS ENDED<br>SEPTEMBER 30<br>----- |                 | NINE MONTHS ENDED<br>SEPTEMBER 30<br>----- |                  |
|---|---|-----------------|--|------------------|
|   | 1999<br>----                                | 1998<br>----    | 1999<br>----                               | 1998<br>----     |
| Net Income  | \$35.8<br>=====                             | \$43.2<br>===== | \$118.6<br>=====                           | \$127.2<br>===== |
| Weighted average number of common<br>shares outstanding during the period | 65.0  | 65.8            | 65.1                                       | 66.3             |
| Common equivalent shares  | 1.0<br>-----                                | 1.4<br>-----    | 1.1<br>-----                               | 1.7<br>-----     |
| Average number of shares outstanding                                      | 66.0  | 67.2            | 66.2                                       | 68.0             |
| Earnings per share:   |   |                 |  |                  |
| Basic   | \$0.55                                      | \$0.66          | \$1.82                                     | \$1.92           |
| Diluted   | \$0.54                                      | \$0.64          | \$1.79                                     | \$1.87           |

HUBBELL INCORPORATED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 1999  
(UNAUDITED)

6. COMPREHENSIVE INCOME (IN MILLIONS)

Total comprehensive income was \$36.1 and \$118.4 for the three and nine months ended September 30, 1999 and \$42.1 and \$124.1 for the three and nine months ended September 30, 1998.

7. The following table sets forth financial information by industry segment for the three and nine months ended September 30 (in millions):

|                                  | THREE MONTHS ENDED<br>SEPTEMBER 30 |         | NINE MONTHS ENDED<br>SEPTEMBER 30 |           |
|----------------------------------|------------------------------------|---------|-----------------------------------|-----------|
|                                  | 1999                               | 1998    | 1999                              | 1998      |
|                                  | ----                               | ----    | ----                              | ----      |
| Net Sales                        |                                    |         |                                   |           |
| -----                            |                                    |         |                                   |           |
| Electrical                       | \$217.1                            | \$207.3 | \$ 657.3                          | \$ 603.6  |
| Power                            | 105.3                              | 97.5    | 305.2                             | 289.4     |
| Telecommunications               | 24.4                               | 38.7    | 85.3                              | 123.5     |
| Other                            | 25.6                               | 18.1    | 60.7                              | 57.3      |
|                                  | -----                              | -----   | -----                             | -----     |
| Total                            | \$372.4                            | \$361.6 | \$1,108.5                         | \$1,073.8 |
|                                  | =====                              | =====   | =====                             | =====     |
| Operating Income                 |                                    |         |                                   |           |
| -----                            |                                    |         |                                   |           |
| Electrical                       | \$ 34.8                            | \$ 38.5 | \$ 111.0                          | \$ 110.0  |
| Power                            | 6.3                                | 13.1    | 32.5                              | 37.5      |
| Telecommunications               | (2.4)                              | 3.8     | --                                | 17.7      |
| Other                            | 1.5                                | 2.2     | 4.4                               | 5.7       |
|                                  | -----                              | -----   | -----                             | -----     |
| Segment Total                    | 40.2                               | 57.6    | 147.9                             | 170.9     |
| Interest Expense                 | (4.6)                              | (2.6)   | (12.3)                            | (7.0)     |
| Investment and Other Income, Net | 12.8                               | 3.3     | 24.7                              | 10.3      |
|                                  | -----                              | -----   | -----                             | -----     |
| Income Before Income Taxes       | \$ 48.4                            | \$ 58.3 | \$ 160.3                          | \$ 174.2  |
|                                  | =====                              | =====   | =====                             | =====     |

8. The issuance of FAS No. 133 - "Accounting for Derivative Instruments and Hedging Activity" which is effective for the Company in 2001, requires the recognition of all derivatives as either assets or liabilities on the consolidated balance sheet at fair value. This will change the current practices of the Company, but it is not expected to have a significant impact on financial position or results of operations.



HUBBELL INCORPORATED  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
SEPTEMBER 30, 1999

RESULTS OF OPERATIONS

Consolidated net sales for the third quarter increased 3% versus the comparable period of the prior year. Sales improvements occurred at the Company's largest segments, Electrical and Power, primarily as a result of the fourth quarter 1998 acquisition of two lighting businesses and the first quarter 1999 acquisition of high voltage underground cable accessory product assets. Sales were also up significantly in the Other segment as a result of the 1999 third quarter acquisition of the Haefely high voltage test and instrumentation business. These increases were partially offset by lower shipments from the Company's Telecommunications segment in the quarter and year-to-date.

For the year-to-date period, consolidated sales improved 3% as a result of higher shipments of specification-grade wiring device and lighting products in the Electrical segment and the impact of acquisitions.

Operating income for the quarter declined due to the lower volume and a year-over-year increase in new product development costs within the Telecommunications segment, and a significant margin decline in the Power segment related to unanticipated delays and related additional costs incurred in implementating a complex series of operational changes. Operating income within the Electrical segment remained ahead of last year on a year-to-date basis, but declined modestly during the third quarter due to a change in mix toward lower margin commercial products and the impact of the lower initial margins of newly acquired businesses.

Segment Results

Electrical segment sales increased by 5% in the third quarter and 9% year-to-date on higher shipments of specification-grade wiring and lighting products and the acquisition of three businesses during 1998. Year-to-date operating income increased in response to the strong volumes in specification-grade products. However, in the quarter, these increases were more than offset by declining prices of commodity products used to service commercial markets and lower initial margins of newly acquired businesses.

Power segment sales increased 8% for the third quarter and 5% for the nine months of 1999 versus 1998. The effect of the acquisition of the underground cable accessory products business in 1999 and higher shipments of generally all products within the segment contributed to the increases. Operating income declined due to costs associated with increased activity in executing a complex series of changes in the segment's operations. Specifically, the relocation of production and distribution facilities to lower cost sites, reorganization of the segment into a feeder plant/centralized distribution structure, and the implementation of integrated business systems combined to detract significantly from profits in the quarter. These costs combined with continued weakness in international markets and price declines in select products also turned the year-to-date operating profit comparisons negative, lowering year-to-date operating margins to 11% versus 13% in 1998.

Telecommunications segment sales and margins declined sharply for the quarter and year-to-date period versus comparable periods of the prior year. At Pulse Communications, Inc. ("Pulse"), the Company's telecommunications subsidiary, orders from the telephone operating companies for the subsidiary's current multiplexing products declined substantially versus the same periods of 1998. Concurrently, the investment in DSL product development continued at a high level.

HUBBELL INCORPORATED  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
SEPTEMBER 30, 1999  
(CONTINUED)

The Company, together with external advisors, is continuing to review strategic alternatives with respect to Pulse which can range from a third party investment to a sale of all or part of the business segment. A resolution of this process is expected by year-end.

The Other industry segment reported substantially increased sales as a result of the July acquisition of the Haefely high voltage test and instrumentation business. Excluding Haefely, sales declined in the quarter and year-to-date primarily due to low demand in the North American and Asian capital goods markets served by the segment's controls/communications and industrial cable management systems businesses. Operating profits declined due to lower sales and margins in the existing operations in response to the low demand from customers.

The effective income tax rate for 1999 remained at 26% versus 27% in the 1998 year-to-date period and 26% in the 1998 third quarter. The year-to-date rate decline is attributable to a higher level of tax benefits from Puerto Rican operations.

Interest expense increased in the quarter and year-to-date versus comparable periods of 1998 primarily due to higher average debt levels during these periods.

Other income net has increased primarily as a result of the third quarter 1999 gain on sale of The Kerite Company, a manufacturer of high performance, insulated power cable included in the Power segment. The increase also reflects insurance recoveries in connection with damage sustained from Hurricane Georges received earlier in the year.

Third quarter and year-to-date net income and diluted earnings per share declined primarily due to lower operating income, partially offset by lower average shares outstanding versus the comparable year-ago periods.

Progress toward completing the Company's consolidation and streamlining program is occurring more slowly than management had intended due to the complexity of the moves and the effect of concurrent initiatives relating to business systems implementations at the affected businesses. However, management expects to improve and accelerate execution of the identified actions and, correspondingly, the rate of spending against previously established reserves, throughout the remainder of 1999. At September 30, 1999, the accrual balance was \$21.4 million. Through September 30, 1999, cumulative costs charged to the consolidation and streamlining accrual were \$23.2 million as follows:

|                          | Employee<br>Benefits<br>----- | Asset<br>Disposals<br>----- | Exit<br>Costs<br>----- | Other<br>Costs<br>----- | Total<br>-----  |
|--------------------------|-------------------------------|-----------------------------|------------------------|-------------------------|-----------------|
| 1997 Streamlining Charge | \$15.6                        | \$18.0                      | \$6.1                  | \$4.9                   | \$44.6          |
| Amounts Utilized in 1997 | (0.6)                         | (7.3)                       | (0.1)                  | (4.9)                   | (12.9)          |
| Amounts Utilized in 1998 | (3.8)                         | (2.4)                       | (0.6)                  | ---                     | (6.8)           |
| Amounts Utilized in 1999 | (1.2)                         | (2.3)                       | ---                    | ---                     | (3.5)           |
|                          | -----                         | -----                       | -----                  | -----                   | -----           |
| Remaining Reserve        | \$10.0<br>=====               | \$ 6.0<br>=====             | \$5.4<br>=====         | \$---<br>=====          | \$21.4<br>===== |

HUBBELL INCORPORATED  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
SEPTEMBER 30, 1999  
(CONTINUED)

FINANCIAL CONDITION

At September 30, 1999, the Company's financial position remained strong with working capital of \$221.0 million and a current ratio of 1.6 to 1. Total borrowings at September 30, 1999, were \$254.9 million, 29% of shareholders equity. When compared to December 31, 1998, the debt to equity ratio increased 4 percentage points from 25% as a result of a higher investment in working capital. However, at June 30, 1999, the debt to equity ratio declined from 32% to 29% primarily as a result of the proceeds received from sale of The Kerite Company and improved working capital performance during the third quarter. All of the above amounts and percentages exclude consideration of the approximate \$200 million of non-cash investments maintained at September 30, 1999 and December 31, 1998.

CASH FLOWS

Cash provided by operations improved significantly during the quarter versus earlier 1999 quarters, but continued to trail 1998's strong nine month cash flow from operations due primarily to higher investments in working capital and lower net income. Working capital increased as a result of higher accounts receivable caused by longer collection periods for commodity products sold in the Electrical segment and increased sales in the Power segment and in specification-grade wiring device and lighting products.

The increase in cash and temporary cash investments through September 30, 1999 of \$5.3 million reflects the following: cash provided from operating activities, the issuance of commercial paper and the sale of The Kerite Company; offset by the acquisition of Haefely, investments in plant and equipment, the acquisition of treasury shares under the Company's share repurchase program and quarterly dividend payments.

The Company believes that currently available cash, borrowing facilities, and its ability to increase 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.

IMPACT OF THE YEAR 2000 ISSUE

The Year 2000 Issue is the result of computer programs being written using two digits rather than four to define the applicable year. Any of the Company's computer programs that have date-sensitive software may recognize a date using "00" as the Year 1900 rather than the Year 2000. This could result in a system failure or miscalculations causing disruptions of operations, including, among other things, a temporary inability to process transactions, send invoices, or engage in similar normal business activities.

HUBBELL INCORPORATED  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
SEPTEMBER 30, 1999  
(CONTINUED)

During 1995, the Company established a task force to assess the impact the Year 2000 could have on the Company's operations and its relationship with customers and vendors and to develop appropriate action plans. The action plans address the required modification or replacement of software and equipment utilized in the Company's operations along with a timetable and estimated costs. Cost for replacement of software and equipment are capitalized in accordance with Company policies while costs of modifications are expensed as incurred. Total expenditures are estimated to be \$20 million with nearly all of the amount having been spent to date.

The action plans also address the impact that suppliers and customer Year 2000 issues may have on the Company. The Company relies on third party suppliers for materials, utilities, transportation, banking and key services. Efforts to evaluate supplier's Year 2000 readiness and to determine alternatives and contingency plans such as alternate supply sources and accumulation of inventory are substantially complete. Approaches to reducing supply disruptions will vary by business and facility and are intended as a means of managing the risk but cannot eliminate the potential for disruption due to a third party. The Company is also dependent upon its customers for sales and cashflow. Interruptions in our customers' operation from Year 2000 issues could result in reduced sales, increased inventories or receivables and lower cashflows. While these events are possible, the diversity of the Company's customer base is broad enough to minimize the effects of a single occurrence. Steps are being taken to monitor customers' Year 2000 readiness, including testing of transactions, as a means of determining risks and alternatives.

At this time, activities have been substantially completed in accordance with the action plans. While the Company believes its efforts to address the Year 2000 Issue will be successful in avoiding any material adverse effect on the Company's operations or financial condition, it recognizes that failing to resolve Year 2000 issues on a timely basis would, in a "most reasonably likely worst case scenario", significantly limit its ability to manufacture and distribute its products and process its daily business transactions for a period of time, especially if such failure is coupled with third party or infrastructure failures. Similarly, the Company could be significantly affected by the failure of one or more significant suppliers, customers or components of the infrastructure to conduct their respective operations after 1999. Adverse effects on the Company could include, among other things, business disruption, increased costs, loss of business and other similar risks.

#### MARKET RISKS

In the operation of its business, the Company has identified market risk exposures to foreign currency exchange rates, raw material prices and interest rates. There have not been any material changes affecting the identified risks or the Company's strategy for managing the exposures from the preceding fiscal year.

HUBBELL INCORPORATED  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
SEPTEMBER 30, 1999  
(CONTINUED)

FORWARD-LOOKING STATEMENTS

Certain statements made in the discussion of Financial Condition and Results of Operations and Cash Flows are forward-looking. These statements may be identified by the use of forward-looking words or phrases such as "expects", "projected", and "unanticipated". 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; resolution of the Pulse Communications transaction on terms favorable to the Company; general economic and business conditions; competition; and other factors.

Certain statements under the caption "Impact of the Year 2000 Issue" are also forward-looking. These may be identified by the use of forward-looking words or phrases, such as "believe", "expect", "anticipate", "should", "plan", "estimated", "potential", "target", "goals", and "scheduled", among others. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby identifying important factors that could cause actual results to differ materially from those contained in the specified statements. The Company notes that a variety of factors could cause the Company's assessment of Year 2000 issues to differ materially from the actual impact of Year 2000 issues. The risk and uncertainties that may affect the Company's assessment of Year 2000 issues include (1) the complexity involved in ascertaining all situations in which Year 2000 issues may arise; (2) the ability of the Company to obtain the services of sufficient personnel to implement the program; (3) possible increases in the cost of personnel required to implement the program; (4) absence of delays in scheduled deliveries of new hardware and software from third party suppliers; (5) the receipt and the reliability of responses from suppliers, customers and others to whom compliance inquiries are being made; (6) the ability of material third parties to bring their affected systems into compliance and (7) absence of unforeseen events which could delay timely implementation of the program.

HUBBELL INCORPORATED  
PART II -- OTHER INFORMATION

## ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

## EXHIBITS

| NUMBER | DESCRIPTION  |
|--------|--|
| 3(a)   | Certificate of Correction, dated September 9, 1999, related to the Certificate of Amendment to the Certificate of Incorporation filed with the Secretary of the State of Connecticut on December 16, 1998 at 2:00 PM; and Certificate of Correction, dated September 9, 1999, related to the Certificate of Amendment to the Certificate of Incorporation filed with the Secretary of the State of Connecticut on December 16, 1998 at 2:30 PM.* |
| 3(c)   | Amendment to Rights Agreement, dated September 9, 1999.*   |
| 27.    | Financial Data Schedule (Electronic filings only)  |

- -----  
\* Filed hereunder

## REPORTS ON FORM 8-K

There were no reports on Form 8-K filed for the three months ended September 30, 1999.

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: November 12, 1999  
-----

/s/ T. H. Powers  
-----  
Timothy H. Powers  
Senior Vice President and  
Chief Financial Officer

## EXHIBIT INDEX

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## EXHIBITS

## NUMBER

- - - - -

## DESCRIPTION

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- 3(c) Amendment to Rights Agreement, dated September 9, 1999.\*
27. Financial Data Schedule (Electronic filings only)

## CERTIFICATE OF CORRECTION

Hubbell Incorporated files this Certificate of Correction pursuant to Section 33 - 611 of the Connecticut Business Corporation Act.

1. The document to be corrected is the Certificate of Amendment to the Certificate of Incorporation filed December 16, 1998 at 2:00 p.m.

2. The Certificate of Amendment incorrectly refers to the creation of "a series of Preferred Stock, par value \$10.00 per share". This reference is incorrect because the class of Preferred Stock authorized in the Certificate of Incorporation is "Preferred Stock without par value".

3. This Certificate of Correction corrects the Certificate of Amendment as follows: in the paragraph on the first page which begins with the word "RESOLVED," the words "par value \$10.00 per share" are deleted and replaced with the words "without par value".

4. IN WITNESS WHEREOF, the undersigned has executed this Certificate of Correction this 9th day of September, 1999.

/s/Richard W. Davies

-----  
Name: Richard W. Davies  
Title: Vice President, General Counsel  
and Secretary



## CERTIFICATE OF CORRECTION

Hubbell Incorporated files this Certificate of Correction pursuant to Section 33-611 of the Connecticut Business Corporation Act.

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4. IN WITNESS WHEREOF, the undersigned has executed this Certificate of Correction this 9th day of September, 1999.

/s/Richard W. Davies

-----  
Name: Richard W. Davies  
Title: Vice President, General Counsel  
and Secretary

## AMENDMENT TO RIGHTS AGREEMENT

Pursuant to Section 27 of the Rights Agreement, dated as of December 8, 1998 (the "Agreement"), between Hubbell Incorporated, a Connecticut corporation (the "Company"), and ChaseMellon Shareholder Services, L.L.C., a New Jersey limited liability company, as Rights Agent (the "Rights Agent"), the Company and the Rights Agent hereby agree to amend the Agreement as follows:

1. Section 1(kk) of the Agreement is hereby amended to read in its entirety as follows:

(kk) "Series A Preferred Stock" shall mean the Series A Junior Participating Preferred Stock, without par value, of the Company having the rights and preferences set forth in the Form of Certificate of Amendment, as corrected, attached to this Agreement as Exhibit A.
2. Section 1(ll) of the Agreement is hereby amended to read in its entirety as follows:

(ll) "Series B Preferred Stock" shall mean the Series B Junior Participating Preferred Stock, without par value, of the Company having the rights and preferences set forth in the Form of Certificate of Amendment, as corrected, attached to this Agreement as Exhibit B.
3. In the paragraph on page A-1 of Exhibit A to the Agreement which begins with the word "RESOLVED," the words "par value \$10.00 per share" are hereby deleted and replaced with the words "without par value".
4. In the paragraph on page B-1 of Exhibit B to the Agreement which begins with the word "RESOLVED," the words "par value \$10.00 per share" are hereby deleted and replaced with the words "without par value".

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Rights Agreement to be duly executed as of September 9, 1999.

Hubbell Incorporated

By: /s/Richard W. Davies

-----  
Name: Richard W. Davies  
Title: Vice President, General Counsel  
and Secretary

ChaseMellon Shareholder Services, L.L.C.,  
As Rights Agent

By: /s/Laura R. Picone

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Name: Laura R. Picone  
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Title: Vice President

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9-MOS

DEC-31-1999

SEP-30-1999

1,528

33,885

251,421

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601,749

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