

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933HUBBELL INCORPORATED
(Exact name of registrant as specified in its charter)CONNECTICUT
(State or other jurisdiction of
incorporation or organization)
06-0397030
(I.R.S. Employer Identification No.)584 Derby-Milford Road
Orange, Connecticut 06477-4024
(Address of Principal Executive Offices)HUBBELL INCORPORATED
STOCK OPTION PLAN FOR KEY EMPLOYEES
(Full title of Plan)RICHARD W. DAVIES, ESQ.
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
P.O. Box 549
584 Derby-Milford Road
Orange, Connecticut 06477-4024
(Name and address of agent for service)
Telephone number, including area code,
of agent for service: (203) 799-4100

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Class B Common Stock (\$0.01 Par Value)(2).....	2,400,000	\$39.805	\$95,532,000	\$7,728.54

(1) For purposes of computing the registration fee only. Pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), the Proposed Maximum Offering Price Per Share is based upon the average of the high and low trading prices (\$39.805) of the Company's Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), as reported on the New York Stock Exchange composite tape on August 20, 2003.

(2) This Registration Statement also pertains to Series B Junior Participating Preferred Share Purchase Rights of the Registrant. Until the occurrence of certain prescribed events, the Rights are not exercisable, will be evidenced by the certificates for the Class B Common Stock and will be transferred along with and only with the Class B Common Stock.

Pursuant to Rule 429, the prospectus that is part of this Registration Statement also relates to Registration Statements Nos. 333-101982, 333-84435 and 033-55589.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the registrant (Exchange Act File No. 1-2958) with the Securities and Exchange Commission are incorporated herein by reference and made a part hereof:

1. The Company's Annual Report on Form 10-K, dated March 4, 2003 for the year ended December 31, 2002.
2. The Company's Current Report on Form 8-K, filed April 22, 2003.
3. The Company's Quarterly Report on Form 10-Q, dated May 13, 2003 for the fiscal quarter ended March 31, 2003.
4. The Company's Current Report on Form 8-K, filed July 23, 2003.
5. The Company's Quarterly Report on Form 10-Q, dated August 7, 2003 for the fiscal quarter ended June 30, 2003.
6. The descriptions of the Registrant's Common Stock and Class B Rights contained in its Registration Statements on Form 8-A, dated March 3, 1992 and December 17, 1998, respectively.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the termination of the offering of Class B Common Stock offered hereby shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legality of the shares of Class B Common Stock offered hereby has been passed upon by Richard W. Davies, Esq., Vice President, General Counsel and Secretary of the Company. Mr. Davies is also an officer and/or director of each of the Company's domestic subsidiaries. As of August 22, 2003, Mr. Davies is the record and beneficial owner of 24,394 shares of the Company's Class A Common Stock and 30,773 shares of the Company's Class B Common Stock, and also is eligible to exercise options within sixty days of August 22, 2003 to purchase 71,000 shares of the Class B Common Stock by the exercise of stock options pursuant to the Company's Stock Option Plan for Key Employees.

Mr. Davies is a co-Trustee with shared voting and investment power with respect to (a) 2,734,240 shares of the Company's Class A Common Stock owned by the Louie E. Roche Trust; (b) 1,855,840 shares of the Company's Class A Common Stock owned by the Harvey Hubbell Trust; and (c) 106,304 shares of the Company's Class A Common Stock and 29,358 shares of the Company's Class B Common Stock held by The Harvey Hubbell Foundation.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors and officers of the Company may be indemnified by the Company against certain actions pursuant to the Connecticut Business Corporation Act (the "CBCA"). A charter amendment was approved by the Company's shareholders on May 4, 1998 providing enhanced indemnification of directors and officers of the Company and providing for indemnification of employees and agents of the Company in certain circumstances, both as authorized by the CBCA effective January 1, 1997. The Company's charter, as amended, affords to directors and officers the right to be indemnified "to the fullest extent permitted by law." This right means that a director or officer will be indemnified against expenses and liabilities incurred in

connection with any applicable proceeding so long as his or her conduct did not (i) involve a knowing and culpable violation of law by such person, (ii) enable such person or an associate, as defined in Section 33-840 of the CBCA, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of such person to the Company under circumstances in which such person was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Company, (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of such person's duty to the Company, or (v) create liability under Section 33-757 (liability for unlawful distributions) of the CBCA. The Company's charter, as amended, also obligates the Company to advance the expenses of a director or officer so long as the director or officer promises to repay the advance if it is later determined that he or she is not entitled to indemnification by the Company.

The Company has in effect liability insurance policies covering certain claims against any of its officers or directors by reason of certain breaches of duty, neglect, error, misstatement, omission or other act committed or alleged to have been committed by such person in his or her capacity as officer or director.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

A list of exhibits included as part of this Registration Statement is set forth on the Exhibit Index appearing elsewhere herein and is incorporated herein by reference.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, HUBBELL INCORPORATED, THE REGISTRANT, CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE TOWN OF ORANGE, STATE OF CONNECTICUT ON AUGUST 22, 2003.

HUBBELL INCORPORATED

By RICHARD W. DAVIES

RICHARD W. DAVIES
VICE PRESIDENT, GENERAL COUNSEL
AND SECRETARY

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED.

SIGNATURE

TITLE G.
J.

RATCLIFFE
Chairman
of the
Board

TIMOTHY H.
POWERS
President
and Chief
Executive
Officer
and

Director -
- (Chief
Executive
Officer)

WILLIAM T.
TOLLEY
Senior
Vice

President
and Chief
Financial
Officer --
(Principal
Financial
Officer)

GREGORY F.
COVINO
Corporate
Controller

--
(Principal
Accounting
Officer)

E. RICHARD
BROOKS

Director
GEORGE W.
EDWARDS,
JR.

Director
JOEL S.
HOFFMAN

Director
ANDREW

MCNALLY IV
Director

DANIEL J.
MEYER

Director
DANIEL S.

VAN RIPER
Director

MALCOLM
WALLOP

Director

RICHARD W. DAVIES, BY SIGNING HIS NAME HERETO, DOES HEREBY SIGN THIS DOCUMENT PURSUANT TO POWERS OF ATTORNEY DULY EXECUTED BY THE PERSONS NAMED, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION AS AN EXHIBIT TO THIS DOCUMENT, ON BEHALF OF SUCH PERSONS, ALL IN THE CAPACITIES AND ON THE DATE STATED, SUCH PERSONS INCLUDING A MAJORITY OF THE DIRECTORS OF THE REGISTRANT.

By RICHARD W. DAVIES

RICHARD W. DAVIES
(ATTORNEY-IN-FACT)

August 22, 2003

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INDEX TO EXHIBITS

EXHIBIT NUMBER
EXHIBIT -----
-- 4(a) -- Restated
Certificate of
Incorporation, as
amended and restated
as of May 14, 1998;
(1) Exhibit 3a of the
registrant's report
on Form 10-Q for the
second quarter (ended
June 30), 1998, and
filed on August 7,
1998, is incorporated
by reference; (2)
Exhibit 1 of the
registrant's reports
on Form 8-A and 8-K,
both dated and filed
on December 17, 1998,
is incorporated by
reference; and (3)
Exhibit 3(a), being a
Certificate of
Correction to the
Restated Certificate
of Incorporation, of
the registrant's
report on Form 10-Q
for the third quarter
(ended September 30),
1999, and filed on
November 12, 1999, is
incorporated by
reference. 4(b) --
The Company's By-
Laws, as amended on
June 4, 2003
(incorporated by
reference to Exhibit
3b of the
registrant's
Quarterly Report on
Form 10-Q, dated
August 7, 2003, for
the fiscal quarter
ended June 30, 2003).
4(c) -- Hubbell
Incorporated Stock
Option Plan for Key
Employees, as amended
and restated,
effective May 5, 2003
(incorporated by
reference to Exhibit
10b(1) of the
Company's Quarterly
Report on Form 10-Q,
dated August 7, 2003,
for the fiscal
quarter ended June
30, 2003). 5 --
Opinion of Richard W.
Davies, Esq., Vice
President, General
Counsel and Secretary
of the registrant as
to the legality of
the equity securities
which may be offered
hereby, filed
herewith. 23(a) --
The consent of
Richard W. Davies,
Esq., Vice President,
General Counsel and
Secretary is included
in his opinion. 23(b)
-- The consent of
PricewaterhouseCoopers
LLP, filed herewith.

24 -- Power of
Attorney, filed
herewith.

[LOGO]

August 22, 2003

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, DC 20549

Subject: Hubbell Incorporated
Stock Option Plan for Key Employees

Gentlemen:

I am the Vice President, General Counsel and Secretary of Hubbell Incorporated, a Connecticut corporation (the "Company") and am familiar with its corporate affairs and proceedings. I have advised the Company with respect to the Hubbell Incorporated Stock Option Plan for Key Employees (the "Plan") and the proposed issuance and sale of 2,400,000 shares of Class B Common Stock, par value \$.01 per share, of the Company (the "Shares"), upon the exercise of options granted pursuant to the Plan, all as described in the Registration Statement on Form S-8 (the "Registration Statement"), dated August 22, 2003, being filed by the Company under the Securities Act of 1933, as amended, with the Securities and Exchange Commission.

I have examined the Registration Statement and the Plan. In addition, I have examined the originals, or copies certified or otherwise identified to my satisfaction, of such corporate records of the Company, certificates of public officials, and other documents as I have deemed necessary as a basis for my opinion hereafter expressed.

Based on the foregoing, it is my opinion that the Shares have been duly and validly authorized and will be, when sold and paid for in accordance with the terms of the Plan and the options granted thereunder, legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to me under the caption "Item 5. Interests of Named Experts and Counsel" in the Registration Statement.

Very truly yours,

HUBBELL INCORPORATED

By: /s/ RICHARD W. DAVIES

Richard W. Davies
Vice President, General
Counsel
and Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 21, 2003, relating to the financial statements and financial statement schedules of Hubbell Incorporated, which appear in Hubbell Incorporated's Annual Report on Form 10-K for the year ended December 31, 2002.

PricewaterhouseCoopers LLP
Stamford, Connecticut
August 20, 2003

HUBBELL INCORPORATED

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned, directors and/or officers of Hubbell Incorporated, a Connecticut corporation (the "Corporation"), hereby appoints Richard W. Davies as his true and lawful attorney and agent, with the power to act and with full power of substitution, to do all acts and to execute all instruments which said attorney and agent may deem necessary or desirable to enable the Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder in connection with the registration under said Act of shares of Common Stock, par value of \$.01 per share, of said Corporation to be offered pursuant to the Corporation's Stock Option Plan for Key Employees, including specifically, but without limiting the generality of the foregoing, power to sign the name of the undersigned director and officer (whether on behalf of the Corporation or otherwise), in such capacity, to a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission with respect to said securities, to all amendments to said Registration Statement, and to all instruments or documents filed as a part of or in connection with said Registration Statement or any amendments thereto; and the undersigned hereby ratifies all that said attorney and agent shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have signed this POWER OF ATTORNEY as of this 4th day of June, 2003.

/s/ G. JACKSON RATCLIFFE

G. Jackson Ratcliffe
Chairman of the Board
/s/ WILLIAM T. TOLLEY

William T. Tolley
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)
/s/ TIMOTHY H. POWERS

Timothy H. Powers
President and Chief Executive
Officer and Director (Chief Executive Officer)
/s/ GREGORY F. COVINO

Gregory F. Covino
Corporate Controller
(Principal Accounting Officer)

DIRECTORS

/s/ E. RICHARD BROOKS

E. Richard Brooks
/s/ GEORGE W. EDWARDS, JR.

George W. Edwards, Jr.
/s/ JOEL S. HOFFMAN

Joel S. Hoffman
/s/ DANIEL S. VAN RIPER

Daniel S. Van Riper
/s/ ANDREW McNALLY IV

Andrew McNally IV
/s/ DANIEL J. MEYER

Daniel J. Meyer
/s/ MALCOLM WALLOP

Malcolm Wallop