

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>Keating Neal J</u> (Last) (First) (Middle) <u>C/O HUBBELL INCORPORATED</u> <u>40 WATERVIEW DRIVE</u> (Street) <u>SHELTON</u> <u>CT</u> <u>06484</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUBBELL INC [HUBB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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
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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			
<u>Class B Common Stock (\$.01 Par)</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾		<u>5,571</u> ⁽²⁾	<u>D</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Common Stock</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾		<u>5,571</u> ⁽²⁾	<u>A</u>	<u>(1)</u>	<u>5,571</u> ⁽²⁾	<u>D</u>	

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				
<u>Directors Deferred Compensation Stock Units</u>	<u>(3)</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾			<u>1,575.679</u> ⁽⁴⁾	<u>(3)</u>	<u>(3)</u>	<u>Class A and Class B Common Stock</u>	<u>1,575.679</u> ⁽⁴⁾	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Directors Deferred Compensation Stock Units</u>	<u>(3)</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾		<u>3,585.558</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>3,585.558</u>	<u>(1)</u>	<u>3,585.558</u>	<u>D</u>	
<u>Director Deferred Restricted Class B Share Units</u>	<u>(5)</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾			<u>4,696.236</u> ⁽⁴⁾	<u>(1)</u>	<u>(1)</u>	<u>Class B Common Stock</u>	<u>4,696.236</u> ⁽⁴⁾	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Director Deferred Restricted Share Units</u>	<u>(5)</u>	<u>12/23/2015</u>		<u>J</u> ⁽¹⁾		<u>4,696.236</u>		<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>4,696.236</u>	<u>(1)</u>	<u>4,696.236</u>	<u>D</u>	

Explanation of Responses:

1. On December 23, 2015, Hubbell Incorporated (the "Company") filed with the Secretary of the State of the State of Connecticut (the time of the effectiveness of such filing, the "Effective Time") an Amended and Restated Certificate of Incorporation to, among other things, effect a reclassification transaction (the "Reclassification"), in which (a) each holder of Class A common stock of the Company, par value \$0.01 per share ("Class A Common Stock"), as of immediately prior to the Effective Time became entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held, and (b) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), issued and outstanding immediately prior to the Effective Time was reclassified into one share of common stock of the Company, par value \$0.01 per share (the "Common Stock").
2. Includes 5,571 shares of Class B Common Stock held directly, which have been reclassified into 5,571 shares of Common Stock.
3. Represents 1,575.679 previously granted deferred stock units (each deferred stock unit, prior to the Reclassification, consisting of one share each of Class A Common Stock and Class B Common Stock) which, in connection with the Reclassification, have been converted into 3,585.558 deferred stock units (each stock unit, following the Reclassification, consisting of one share of Common Stock) under the Company's Deferred Plan for Directors. Deferred stock units are payable commencing six months following the reporting person's retirement or separation from the Board.
4. This total includes reinvested dividend equivalents that have been paid on the Individual's Directors Deferred securities.
5. Represents 4,696.236 previously granted vested or unvested deferred restricted stock units ("RSUs") (each RSU, prior to the Reclassification, consisting of the right to receive one share of Class B Common Stock) which, in connection with the Reclassification, have been converted into 4,696.236 RSUs (each RSU, following the Reclassification, consisting of the right to receive one share of Common Stock) held under the Company's Deferred Plan for Directors. RSUs are payable commencing six months following the reporting person's retirement or separation from the Board.

Remarks:

Megan C. Preneta, Attorney-in-fact 12/28/2015
for Neal J. Keating

** 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.