

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 23, 1994

REGISTRATION NO. 33-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

HUBBELL 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
1973 STOCK OPTION PLAN FOR KEY EMPLOYEES
(Full title of Plan)

RICHARD W. DAVIES, ESQ.
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	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Class B Common Stock (\$.01 Par Value)(2).....	1,200,000	\$55.5625(1)	\$66,675,000	\$22,991.38

(1) Calculated pursuant to Rule 457(c), solely for the purpose of determining the registration fee, based on the average of the high and low sales prices of the Registrant's Class B Common Stock on September 19, 1994, on the New York Stock Exchange -- Composite Tape.

(2) This Registration Statement also pertains to Class B 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.

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 14, 1994 for the year ended December 31, 1993.
2. The Company's Quarterly Reports on Form 10-Q, dated May 9, 1994 for the fiscal quarter ended March 31, 1994, and dated August 10, 1994 for the fiscal quarter ended June 30, 1994.
3. The descriptions of the Registrant's Common Stock and Class B Rights contained in its Registration Statements on Form 8-A, each dated March 3, 1992.

All 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 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., 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 September 23, 1994, Mr. Davies is the record and beneficial owner of 9,275 shares of the Company's Class A Common Stock and 8,750 shares of the Company's Class B Common Stock, and also is eligible to exercise options to purchase 8,500 shares of the Class A Common Stock and 19,740 shares of the Class B Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors and officers of the Company may be indemnified by the Company against certain actions pursuant to Connecticut General Statutes Title 33, Section 320(a). The Company has insurance covering its directors and officers against liability, subject to certain exclusions, for alleged errors, mistrusts, acts or omissions or neglect or breach of duty by reason of their being directors or officers of the Company. Pursuant to Connecticut Public Act No. 89-322, enacted by the Connecticut Legislature in June, 1989, a Connecticut corporation is permitted to amend its Certificate of Incorporation limiting the personal liability of directors for monetary damages to the corporation and its shareholders for a breach of duty as a director to an amount which is not less than the compensation received by the director for serving the corporation as a director during the year of violation. A charter amendment was approved by the registrant's shareholders on May 7, 1990, so limiting the personal liability of the registrant's directors to the Company and its shareholders, subject to certain exceptions and conditions, which amendment became effective upon the filing of a Certificate of Amendment to the

registrant's Restated Certificate of Incorporation with the Secretary of the State of Connecticut on May 11, 1990. Liability which may arise out of acts or omissions occurring prior to the effective date of the amendment would not be affected so that directors remain potentially liable for monetary damages in connection with such prior acts or omissions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

- 4(a) -- The Company's Articles of Incorporation (incorporated by reference to Exhibit 3a of the Company's Form 10-K (File No. 1-2958) for the years 1980 (filed March 16, 1981), 1986 (filed March 26, 1987), 1987 (filed March 25, 1988), and 1991 (filed March 24, 1992); and to Exhibit 3a of the Company's Form 10-Q, dated August 9, 1990, for the fiscal quarter ended June 30, 1990).
- 4(b) -- The Company's By-Laws, as amended on December 12, 1989 (incorporated by reference to Exhibit 3b of the Company's Form 10-K for the year 1989 (filed March 26, 1990)).
- 5 -- Opinion of Richard W. Davies, Esq., Secretary and General Counsel of the registrant as to the legality of the equity securities which may be offered hereby, filed herewith.
- 24(a) -- The consent of Richard W. Davies, Esq., Secretary and General Counsel is included in his opinion.
- 24(b) -- The consent of Price Waterhouse LLP, filed herewith.
- 25 -- Power of Attorney.

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;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the 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 the 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 Act 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 Act 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 SEPTEMBER 23, 1994.

HUBBELL INCORPORATED

By RICHARD W. DAVIES

RICHARD W. DAVIES
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, President, Chief Executive Officer and Director (Principal Executive Officer)	
HARRY B. ROWELL, JR.	Executive Vice President -- (Principal Financial and Accounting Officer)	
E. RICHARD BROOKS	Director	
GEORGE W. EDWARDS, JR.	Director	
		September 23, 1994
ROBERT N. FLINT	Director	
JOEL S. HOFFMAN	Director	
HORACE G. MCDONELL	Director	
ANDREW MCNALLY IV	Director	
DANIEL J. MEYER	Director	
JOHN A. URQUHART	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)

INDEX TO EXHIBITS

EXHIBIT
NUMBER

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| 5 | -- Opinion of Richard W. Davies, Esq., Secretary and General Counsel of the registrant as to the legality of the equity securities which may be offered hereby, filed herewith. |
| 24(a) | -- The consent of Richard W. Davies, Esq., Secretary and General Counsel is included in his opinion. |
| 24(b) | -- The consent of Price Waterhouse LLP, filed herewith. |
| 25 | -- Power of Attorney. |

[LOGO]

September 23, 1994

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

Subject: Hubbell Incorporated
1973 Stock Option Plan for Key Employees

Gentlemen:

I am the General Counsel 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 1973 Stock Option Plan for Key Employees (the "Plan") and the proposed issuance and sale of 1,200,000 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 September 23, 1994, 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
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 report dated January 19, 1994 (except as to the subsequent event note on Page 35, which is as of March 16, 1994), which appears on Page 36 of the 1993 Annual Report to Shareholders of Hubbell Incorporated, which is incorporated by reference in the Hubbell Incorporated's Annual Report on Form 10-K for the year ended December 31, 1993. We also consent to the incorporation by reference of our report on the Financial Statement Schedules, which appears on Page 45 of such Annual Report on Form 10-K.

PRICE WATERHOUSE LLP
Stamford, Connecticut
September 23, 1994

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 and John F. Mulvihill and each of them severally, 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 1973 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 8th day of September, 1994.

/s/ G. JACKSON RATCLIFFE

G. Jackson Ratcliffe
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer; Director)

/s/ HARRY B. ROWELL, JR.

Harry B. Rowell, Jr.
Executive Vice President
(Principal Financial and Accounting Officer)

DIRECTORS

/s/ E. RICHARD BROOKS

E. Richard Brooks

/s/ GEORGE W. EDWARDS, JR.

George W. Edwards, Jr.

/s/ ROBERT N. FLINT

Robert N. Flint

/s/ JOEL S. HOFFMAN

Joel S. Hoffman

/s/ HORACE G. MCDONELL

Horace G. McDonell

/s/ ANDREW MCNALLY IV

Andrew McNally IV

/s/ DANIEL J. MEYER

Daniel J. Meyer

/s/ JOHN A. URQUHART

John A. Urquhart