

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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</u> [ <u>HUBA</u> , <u>HUBB</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2015</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
---	--	--

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			

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				
Director Deferred Restricted Class B Share Units <sup>(1)</sup>	(1)	05/05/2015		A	1,001	(1) (1)	Class B Common Stock 1,001	\$0.00 <sup>(1)</sup>	4,614.043 <sup>(2)</sup>	D	

**Explanation of Responses:**

1. Each Director Deferred Restricted Class B Share Unit is the economic equivalent of one share of Class B Common stock. The Director Deferred Restricted Class B Share Units vest on the date of the next regularly scheduled Annual Meeting of Shareholders to be held in 2016. Vested Director Deferred Class B Share Units will continue to be deferred until payout. Director Deferred Class B Share Units are payable commencing six months following the reporting person's retirement or separation from the Board.

2. This total includes reinvested dividend equivalents that have been paid on the individual's Directors Deferred Restricted Class B Stock Units.

Remarks:

Megan C. Preneta, Attorney-in-  
fact for Neal J. Keating 05/07/2015  
\*\* 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.