

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
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1. Name and Address of Reporting Person* <u>Sperry William R</u>  (Last) (First) (Middle) <u>C/O HUBBELL INCORPORATED</u> <u>40 WATERVIEW DRIVE</u>  (Street) <u>SHELTON CT 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President &amp; CFO</u>  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 (\$.01 Par)</u>	<u>12/23/2015</u>		<u>J<sup>(1)</sup></u>		<u>28,539<sup>(2)</sup></u>	<u>D</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Common Stock</u>	<u>12/23/2015</u>		<u>J<sup>(1)</sup></u>		<u>28,539<sup>(2)</sup></u>	<u>A</u>	<u>(1)</u>	<u>28,539<sup>(2)</sup></u>	<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>Stock Appreciation Right</u>	<u>(3)</u>	<u>12/23/2015</u>		<u>J<sup>(1)</sup></u>			<u>95,694</u>	<u>(3)</u>	<u>(3)</u>	<u>Class B Common Stock</u>	<u>95,694</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Stock Appreciation Right</u>	<u>(3)</u>	<u>12/23/2015</u>		<u>J<sup>(1)</sup></u>		<u>95,694</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>95,694</u>	<u>(1)</u>	<u>95,694</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 (a) 22,971 shares of Class B Common Stock held directly, which have been reclassified into 22,971 shares of Common Stock, and (b) 5,568 shares of Class B Common Stock, which have been reclassified into 5,568 shares of Common Stock, previously granted as restricted stock under the Second Amended and Restated 2005 Incentive Award Plan.

3. Includes 95,964 stock appreciation rights ("SARs") previously granted at previously disclosed prices and, subject to previously disclosed vesting restrictions, exercisable for shares of Class B Common Stock which, in connection with the Reclassification, have been converted into 95,964 SARs exercisable for shares of Common Stock, but otherwise maintaining the terms and conditions applicable to such SARs.

Remarks:

Megan C. Preneta, Attorney-in-  
fact for William R. Sperry 12/28/2015  
\*\* 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.

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