SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person[*]

 Rodriguez Carlos A

 (Last) (First) (Middle)

 C/O HUBBELL INCORPORATED
 40 WATERVIEW DRIVE

 (Street)

 SHELTON **CT** **06484**

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 HUBBELL INC [HUBA, HUBB]

 3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2015

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner
 Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X 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				
Directors Deferred Compensation Stock Units[1]	[1]	11/13/2015		A		111.424		[2]	[2]	Class A and Class B Common Stock	111.424	$213.15[3]	3,185.777[4]	D	

Explanation of Responses:

1. Each Director Deferred Compensation Stock Unit consists of one share each of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan for Directors, as amended and restated.

2. Deferred Units are payable commencing the fifth business day of January following the reporting person's retirement or separation from the Board.

3. Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.

4. Includes 16.003 Directors Deferred Compensation Stock Units paid to the reporting person on September 15, 2015 pursuant to the dividend reinvestment provisions of the Hubbell Deferred Compensation Plan for Directors.

Remarks:

Megan C. Preneta, Attorney-in-fact for Carlos A. Rodriguez   11/17/2015

** Signature of Reporting Person   Date