

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RATCLIFFE GEORGE J</u> (Last) (First) (Middle) <u>C/O HUBBELL INCORPORATED</u> <u>584 DERBY MILFORD ROAD</u> (Street) <u>ORANGE</u> <u>CT</u> <u>06477</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUBBELL INC</u> [<u>HUBA, HUBB</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2003</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 <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman of the Board / Trustee of 10% Owner Trust</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			
Class A Common (\$.01 Par)	10/24/2003		J ⁽¹⁾	V	83,222	A	\$0	83,222	I	By Trusts J ⁽¹⁾
Class B Common (\$.01 Par)	10/24/2003		J ⁽²⁾	V	283,220	A	\$0	283,220	I	By Trusts J ⁽²⁾

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				
Employee Stock Option	\$41.688	10/22/2003		J ⁽³⁾	V	100,000		12/10/1999	12/09/2006	Class B	100,000	\$0	100,000	I	By Trust ⁽³⁾
Employee Stock Option	\$47.125	10/22/2003		J ⁽³⁾	V	120,000		12/09/2000	12/08/2007	Class B	120,000	\$0	120,000	I	By Trust ⁽³⁾
Employee Stock Option	\$39.344	10/22/2003		J ⁽³⁾	V	132,000		12/08/2001	12/07/2008	Class B	132,000	\$0	132,000	I	By Trust ⁽³⁾
Employee Stock Option	\$24.594	10/22/2003		J ⁽³⁾	V	250,000		12/05/2003	06/30/2004	Class B	250,000	\$0	250,000	I	By Trust ⁽³⁾

Explanation of Responses:

1. On October 24, 2003, the Reporting Person transferred one half of the shares of Class A Common Stock held jointly by himself and his wife to a trust for his benefit and the other half to a trust for his wife's benefit.

2. On October 24, 2003, the Reporting Person transferred one half of the shares of Class B Common Stock held jointly by himself and his wife to a trust for his benefit and the other half to a trust for his wife's benefit.

3. On October 22, 2003, the Reporting Person transferred options to purchase 602,000 shares of Class B Common Stock to a trust for his benefit.

Remarks:

Richard W. Davies, Attorney-in-fact for George J. Ratcliffe 12/04/2003
** 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.