

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Sperry William R</u> (Last) (First) (Middle) <u>C/O HUBBELL INCORPORATED</u> <u>40 WATERVIEW DRIVE</u> (Street) <u>SHELTON CT 04848</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUBBELL INC [HUBA, HUBB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/11/2013</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Senior Vice President & CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 B Common (\$.01 Par)	02/07/2013		A		3,858	A	\$0.00 ⁽¹⁾	21,523	D	
Class B Common (\$.01 Par)	02/07/2013		F ⁽²⁾		1,877 ⁽³⁾	D	\$93.015	19,646	D	

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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

- Explanation of Responses:
1. Settlement of performance shares granted on December 7, 2009, which vested based on the Company's total shareholder return as compared to the total shareholder return of other companies in the S&P Mid-Cap 400 Index.
2. Shares withheld for payment of taxes upon vesting of performance shares.
3. Number of shares disposed of revised due to recalculation of shares withheld for tax payment (from 1,805 to 1,877 shares) upon payout of Performance Share Award on February 7, 2013.

Remarks:

Megan C. Preneta, Attorney-in-
fact for William R. Sperry 02/20/2013
** 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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