

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>NORD DAVID G</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>05/03/2019</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) Other (specify below) <u>Chairman, President &amp; CEO</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			
Common Stock	05/03/2019		A		15,619 <sup>(1)</sup>	A	\$0	144,055	D	
Common Stock	05/03/2019		F		7,238 <sup>(2)</sup>	D	\$129.97	136,817	D	
Common Stock	05/03/2019		M		27,910	A	\$76.015	164,727	D	
Common Stock	05/03/2019		F		21,691 <sup>(3)</sup>	D	\$130.01	143,036	D	
Common Stock	05/03/2019		M		23,784	A	\$83.725	166,820	D	
Common Stock	05/03/2019		F		19,241 <sup>(3)</sup>	D	\$130.01	147,579	D	
Common Stock	05/03/2019		S		10,762	D	\$129.877 <sup>(4)</sup>	136,817	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$76.015	05/03/2019		M			27,910	(5)	06/06/2022	Common Stock	27,910	\$0	0	D	
Stock Appreciation Right	\$83.725	05/03/2019		M			23,784	(6)	12/04/2022	Common Stock	23,784	\$0	23,785	D	

Explanation of Responses:

1. Shares of the Company's Common Stock acquired upon the vesting of a performance share award granted on December 8, 2015, which vested at 160% of the target amount of the award based upon the Company's Relative Sales Growth as compared to the other companies in the S&P 900 Index measured over a three year period.
2. Shares withheld for payment of taxes upon vesting of performance shares.
3. The shares withheld by the Issuer were calculated on the spread between the price of the SAR and the market price on the date the SAR was exercised. The payment of withholding taxes for the SAR that was exercised on this date was also included in this number.
4. The transaction was executed in multiple trades at prices ranging from \$129.41 to \$130.23. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
5. The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on June 6, 2013.
6. The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 4, 2013.

Remarks:

Katherine A. Lane, Attorney-in-fact for David G. Nord 05/07/2019

\*\* 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.