

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 2, 2005  
-----

HUBBELL INCORPORATED  
-----

(Exact name of registrant as specified in its charter)

CONNECTICUT

1-2958

06-0397030  
-----

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

584 Derby Milford Road, Orange, Connecticut  
-----

06477-4024  
-----

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (203) 799-4100  
-----

N/A  
-----

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR  
240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

## Section 1 - Registrant's Business and Operations

### Item 1.01 Entry into a Material Definitive Agreement.

On May 2, 2005, the shareholders of Hubbell Incorporated (the "Company") approved the Company's 2005 Incentive Award Plan at the Company's annual meeting of shareholders. The Plan provides for the grant of up to 5,875,000 shares of the Company's Class B common stock in the form of options, restricted stock, stock appreciation rights and performance awards to the Company's employees and directors. The terms of the Plan are set forth in the proxy statement dated March 16, 2005, for the Company's annual meeting and the description of the Plan in the section of the proxy statement titled "Proposal to Approve the Company's 2005 Incentive Award Plan" is incorporated herein by reference.

### Item. 9.01 Financial Statements and Exhibits.

#### (c) Exhibits

- 10.1 2005 Incentive Award Plan incorporated herein by reference to Exhibit B of the Company's Proxy Statement dated March 16, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUBBELL INCORPORATED

-----  
(Registrant)

Date May 3, 2005  
-----

/s/ Richard W. Davies

-----  
(Signature)\*

Name: Richard W. Davies

Title: Vice President, General Counsel  
and Secretary

\*Print name and title of the signing officer under his signature.