

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

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|---|--|--|---|
| 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</u> <u>CT</u> <u>06484</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HUBBELL INC [HUBB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP, CFO & Treasurer</u> | |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2020</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 |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | |

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 | 02/13/2020 | | A | | 2,676 ⁽¹⁾ | A | \$0 | 57,106 | D | |
| Common Stock | 02/13/2020 | | F | | 835 ⁽²⁾ | D | \$149.31 | 56,271 | D | |
| Common Stock | 02/13/2020 | | A | | 1,732 ⁽³⁾ | A | \$0 | 58,003 | D | |
| Common Stock | 02/13/2020 | | F | | 802 ⁽⁴⁾ | D | \$149.31 | 57,201 | 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 | \$149.49 | 02/13/2020 | | A | | 15,823 | | (5) | 02/13/2030 | Common Stock | 15,823 | \$0 | 15,823 | D | |

Explanation of Responses:

1. Restricted stock grant, all of which vests on the third anniversary of the date of grant.
2. Shares withheld for payment of taxes upon vesting of performance-based restricted stock grant.
3. Shares of the Company's Common Stock acquired upon the vesting of a performance share award granted on December 6, 2016, which vested at 72% of the target amount of the award based upon the Company's total shareholder return as compared to the total shareholder return of other companies in the S&P Capital Goods 900 Index.
4. Shares withheld for payment of taxes upon vesting of performance shares.
5. The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on February 13, 2021.

Remarks:

Katherine A. Lane, Attorney-in-fact for William R. Sperry 02/18/2020

** 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.