SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
RATCLIFFE GEORGE J	**HUBBELL INC** [HUBA, HUBB]	X Director ___ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	___ Officer (give title below) X Other (specify below)
C/O HUBBELL INCORPORATED	06/03/2008	**Trustee of 10% Owner Trust**
584 DERBY MILFORD ROAD		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ORANGE CT 06477	06/05/2008	X Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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)	06/03/2008		M		132,000	A	$39.344	417,020	D	
Class B Common ($.01 Par)	06/03/2008		S		100	D	$45.92	416,920	D	
Class B Common ($.01 Par)	06/03/2008		S		300	D	$45.91	416,620	D	
Class B Common ($.01 Par)	06/03/2008		S		600	D	$45.9	416,020	D	
Class B Common ($.01 Par)	06/03/2008		S		600	D	$45.89	415,420	D	
Class B Common ($.01 Par)	06/03/2008		S		100	D	$45.88	415,320	D	
Class B Common ($.01 Par)	06/03/2008		S		500	D	$45.87	414,820	D	
Class B Common ($.01 Par)	06/03/2008		S		100	D	$45.86	414,720	D	
Class B Common ($.01 Par)	06/03/2008		S		100	D	$45.85	414,620	D	
Class B Common ($.01 Par)	06/03/2008		S		263	D	$45.84	414,357	D	
Class B Common ($.01 Par)	06/03/2008		S		300	D	$45.83	414,057	D	
Class B Common ($.01 Par)	06/03/2008		S		313	D	$45.82	413,744	D	
Class B Common ($.01 Par)	06/03/2008		S		2,100	D	$45.81	411,644	D	
Class B Common ($.01 Par)	06/03/2008		S		2,100	D	$45.8	409,544	D	
Class B Common ($.01 Par)	06/03/2008		S		381	D	$45.79	409,163	D	
Class B Common ($.01 Par)	06/03/2008		S		2,219	D	$45.78	406,944	D	
Class B Common ($.01 Par)	06/03/2008		S		1,700	D	$45.77	405,244	D	
Class B Common ($.01 Par)	06/03/2008		S		2,000	D	$45.76	403,244	D	
Class B Common ($.01 Par)	06/03/2008		S		12,500	D	$45.75	390,744	D	
Class B Common ($.01 Par)	06/03/2008		S		200	D	$45.74	390,544	D	
Class B Common ($.01 Par)	06/03/2008		S		7,200	D	$45.73	383,344	D	
Class B Common ($.01 Par)	06/03/2008		S		200	D	$45.72	383,144	D	
Class B Common ($.01 Par)	06/03/2008		S		282	D	$45.71	382,862	D	
Class B Common ($.01 Par)	06/03/2008		S		11,100	D	$45.7	371,762	D	
Class B Common ($.01 Par)	06/03/2008		S		312	D	$45.69	371,450	D	
Class B Common ($.01 Par)	06/03/2008		S		300	D	$45.68	371,150	D	
Class B Common ($.01 Par)	06/03/2008		S		3,100	D	$45.67	368,050	D	
Class B Common ($.01 Par)	06/03/2008		S		2,945	D	$45.66	365,105	D	
Class B Common ($.01 Par)	06/03/2008		S		9,700	D	$45.65	355,405	D	

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)	06/03/2008		S		1,099	D	$45.64	354,306	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				
Employee Stock Option	$39.344	06/03/2008		M			132,000	12/08/2001	12/07/2008	Class B	132,000	$39.344	0	D	

Explanation of Responses:

Remarks:

This Form 4 filing consists of 3 separate filings. This Form 4 is 1 of 3.

Richard W. Davies Attorney-in-fact for George J. Ratcliffe   07/17/2008
** 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.