

AMATO GARY N
Form 4
February 24, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMATO GARY N

2. Issuer Name and Ticker or Trading Symbol
HUBBELL INC [HUBA, HUBB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Vice President

C/O HUBBELL
INCORPORATED, 40
WATERVIEW DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SHELTON, CT 06484

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class B Common (\$0.01 Par) | 02/23/2012 | | M | 9,799 | A \$ 29.275 | 44,218 | D |
| Class B Common (\$0.01 Par) | 02/23/2012 | | F | 5,562 (1) | D \$ 76.5 | 38,656 | D |
| Class B Common (\$0.01 Par) | 02/23/2012 | | M | 5,708 | A \$ 46.96 | 44,364 | D |
| Class B Common (\$0.01 Par) | 02/23/2012 | | F | 4,165 | D \$ 76.5 | 40,199 | D |

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| | | | | | | | | |
|-----------------------------------|------------|--|---|-----------------------------|---|----------|--------|------------|
| Common (\$0.01 Par) | | | | | | | | <u>(1)</u> |
| Class B Common (\$0.01 Par) | 02/23/2012 | | M | 14,527 | A | \$ 54.56 | 54,726 | D |
| Class B Common (\$0.01 Par) | 02/23/2012 | | F | <u>11,609</u> <u>(1)</u> | D | \$ 76.5 | 43,117 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 29.275 | 02/23/2012 | | M | 9,799 | <u>(2)</u> 12/01/2018 | Class B | 9,799 | |
| Stock Appreciation Right | \$ 46.96 | 02/23/2012 | | M | 5,708 | <u>(2)</u> 12/07/2019 | Class B | 5,708 | |
| Stock Appreciation Right | \$ 54.56 | 02/23/2012 | | M | 14,527 | <u>(2)</u> 12/03/2017 | Class B | 14,527 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AMATO GARY N C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE | | | Group Vice President | |

SHELTON, CT 06484

Signatures

Richard W. Davies Attorney-in-fact for Gary N.
Amato

02/24/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The shares withheld by the Issuer were calculated based 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.
- (2) 33 1/3% on first anniversary date of grant; 33 1/3% on second anniversary date of grant; balance on third anniversary date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.