

EDWARDS GEORGE W JR
Form 4
January 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
EDWARDS GEORGE W JR

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)
79 WEST VIEW WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

EATONTON, GA 31024

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class B Common (\$0.01 Par)	01/12/2009 ⁽¹⁾		M		353 ⁽¹⁾	A	⁽²⁾ 33,909 ⁽¹⁾	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 of Underlying Security (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Directors Deferred Compensation Stock Units ⁽³⁾	\$ 63.63 ⁽⁴⁾	01/12/2009 ⁽¹⁾		J ⁽⁵⁾	178,201 ⁽³⁾	01/12/2009 01/12/2009	Class B Common Stock
Directors Deffered Compensation Stock Units	⁽¹⁾	01/12/2009		M	178,201 ⁽³⁾	01/12/2009 01/12/2009	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS GEORGE W JR 79 WEST VIEW WAY EATONTON, GA 31024	X			

Signatures

Richard W. Davies Attorney-in-fact for George W. Edwards, Jr.

01/14/2009

__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) Represents dividend equivalents on share units held under the Directors Deferred Compensation Plan that were in the individual's account on December 15, 2008 but credited as of January 12, 2009 (the dividend payment date).
- (2) Each deferred compensation share unit was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock.
- (3) Equal number of shares of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Stock Plan for Directors.
- (4) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (5) Reinvestment of cash dividend.
- (6) Reflects distribution of deferred compensation share units, each of which was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock, based on a conversion formula equal to the sum of (a) one Class B Common share for each share unit held, plus (b) the number of share units multiplied by the closing price of the Class A shares and divided by the closing price of the Class B shares, both determined on January 7, 2009, the third business day prior to the transaction date as provided for in

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Hubbell's Deferred Compensation Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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