

Keating Neal J
Form 4
January 26, 2011

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 *
Keating Neal J

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)
10 THATCHER TERRACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2011

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

FARMINGTON, CT 06032
(City) (State) (Zip)

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

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)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	V	or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Directors Deferred Compensation Stock Unit ⁽¹⁾	\$ 118.22 ⁽²⁾	01/25/2011	A		16,918 ⁽¹⁾		⁽³⁾	⁽³⁾	Class A and Class B Common Stock	16,918 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keating Neal J 10 THATCHER TERRACE FARMINGTON, CT 06032	X			

Signatures

Richard W. Davies Attorney-in-fact for Neal J. Keating 01/26/2011

⁽¹⁾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) Equal number of share of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan.
- (2) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (3) Deferred Units are payable commencing on the January 1 following the reporting person's retirement or separation from the Board

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.

D)Date ExercisableExpiration DateTitleAmount or Number of Shares Warrants \$ 6.25
 07/08/200312/31/2011 Common Stock 469,594 469,594 D Warrants \$ 6.25 07/08/200312/31/2011
 Common Stock 101,421 101,421 I See Footnote ⁽¹⁾ Warrants \$ 6.25 07/08/200312/31/2011 Common Stock
 13,826 13,826 I See Footnote ⁽²⁾ Warrants \$ 6.25 07/08/200312/31/2011 Common Stock 51,478 51,478 I See
 Footnote ⁽³⁾ Warrants \$ 6.25 07/08/200312/31/2011 Common Stock 5,736 5,736 I See Footnote ⁽⁴⁾ Warrants \$
 6.25 07/08/200312/31/2011 Common Stock 38,114 38,114 I See Footnote ⁽⁵⁾ Warrants \$ 6.25
 07/08/200312/31/2011 Common Stock 132,331 132,331 I See Footnote ⁽⁶⁾ Series A Convertible Preferred Stock ⁽⁷⁾ \$
 2.507/09/2007⁽¹²⁾ C 226,39807/08/2004 ⁽⁸⁾ Common Stock 2,263,980 ⁽¹⁰⁾ 0 D Series A Convertible Preferred
 Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C 55,98507/08/2004 ⁽⁸⁾ Common Stock 559,850 ⁽¹⁰⁾ 0 I See Footnote ⁽¹⁾ Series A
 Convertible Preferred Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C 28,41607/08/2004 ⁽⁸⁾ Common Stock 284,160 ⁽¹⁰⁾ 0 I See
 Footnote ⁽²⁾ Series A Convertible Preferred Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C 7,63207/08/2004 ⁽⁸⁾ Common Stock
 76,320 ⁽¹⁰⁾ 0 I See Footnote ⁽³⁾ Series A Convertible Preferred Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C 3,16607/08/2004 ⁽⁸⁾
 Common Stock 31,660 ⁽¹⁰⁾ 0 I See Footnote ⁽⁴⁾ Series A Convertible Preferred Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C

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21,03907/08/2004 ⁽⁸⁾ Common Stock 210,390 ⁽¹⁰⁾ 0 I See Footnote ⁽⁵⁾ Series A Convertible Preferred Stock ⁽⁷⁾ \$ 2.507/09/2007⁽¹²⁾ C 105,86407/08/2004 ⁽⁸⁾ Common Stock 1,058,640 ⁽¹⁰⁾ 0 I See Footnote ⁽⁶⁾ Stock Options (Right to Purchase) \$ 7.26 05/16/200505/16/2014 Common Stock 10,000 10,000 I See Footnote ⁽⁹⁾ Stock Options (Right to Purchase) \$ 5.11 05/12/200605/12/2015 Common Stock 10,000 10,000 I See Footnote ⁽⁹⁾ Stock Options (Right to Purchase) \$ 10.2 05/24/200805/25/2017 Common Stock 10,000 10,000 I See Footnote ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JP MORGAN PARTNERS BHCA LP J.P. MORGAN PARTNERS 270 PARK AVENUE NEW YORK, NY 10017		X		
JPMP MASTER FUND MANAGER L P JPMORGAN PARTNERS LLC 270 PARK AVENUE NEW YORK, NY 10017		X		
JPMP CAPITAL CORP J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		
JP MORGAN PARTNERS GLOBAL INVESTORS LP J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017	X			
J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP J.P. MORFAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017	X			
J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP J P MORGAN PARTNERS 270 PARK AVENUE NEW YORK, NY 10017		X		
JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN LLP JP MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		

Signatures

/s/ J.P. Morgan Partners (BHCA), L.P., By: JPMP Master Fund Manager, L.P., its general partner, By: JPMP Capital Corp., its general partner, By: John C. Wilmot

07/12/2007

**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 amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. The Reporting Person has no pecuniary interest in such securities.
- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P. The Reporting Person has no pecuniary interest in such securities.
- (4) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. The Reporting Person has no pecuniary interest in such securities.
- (5) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. The Reporting Person has no pecuniary interest in such securities.
- (6) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown II), L.P. The Reporting Person has no pecuniary interest in such securities.
- (7) The conversion price of the Series A Convertible Preferred Stock is equal to the initial purchase price divided by \$2.50, as adjusted for stock splits, stock dividends, combinations and other similar capitalizations of the Issuer's Common and Preferred Stock. Initially this results in a 1 for 10 conversion ratio. Each share of Series A Convertible Preferred Stock is entitled to 0.93 votes for each share of Common Stock into which such share of Convertible Preferred Stock could then be converted.
- (8) All outstanding shares of the Issuer's Series A Convertible Preferred Stock are convertible at the holder's option into shares of the Issuer's Common Stock on a 10 to 1 basis any time after July 8, 2004. This right to convert does not expire.
- (9) These options were granted to Srinivas Akkaraju, a director of the Issuer. Mr. Akkaraju is obligated to transfer any shares issued under the Stock Option to J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA") at the request of JPM BHCA.
- (10) N/A.
- (11) This filing is being amended to correct the amount of securities beneficially owned in Table I, Row 4, Box 5 which were previously reported as 79,320. The correct amount is 76,320.
- (12) This filing is being amended to correct the dates in Table II, Rows 8-14, Box 3. The dates listed on the filing previously submitted on 7/11/2007 were 2/9/2007. The correct dates are 7/9/2007.

Remarks:

This filing is being amended to correct the name of the issuer in Box 2, listed on the issuer's filing on 7/11/2007 as J.P. Morgan Partners Global, L.P. The issuer's correct name is "Seattle Genetics, Inc."

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