

HUBBELL INC  
Form 4  
December 28, 2015

**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 \*  
**BIGGART JAMES H**

(Last) (First) (Middle)

**C/O HUBBELL  
INCORPORATED, 40  
WATERVIEW DRIVE**

(Street)

**SHELTON, CT 06484**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/23/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice President and Treasurer**

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)	Price		
				Code	V	Amount	
Class A Common (\$0.01 Par)	12/23/2015		J(1)	4,648 (2)	D	(1)	0
Common Stock	12/23/2015		J(1)	4,648 (2)	A	(1)	4,648 (2)
Class B Common (\$0.01 Par)	12/23/2015		J(1)	1,632 (3)	D	(1)	0
Common Stock	12/23/2015		J(1)	1,632 (3)	A	(1)	1,632 (3)

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Class B Common (\$01 Par)	12/23/2015	J(1)(4)	4	D	(1)	0	I	Shares owned by son
Common Stock	12/23/2015	J(1)(4)	4	A	(1)	4 (4)	I	Shares owned by son

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	(5)	12/23/2015		J(1)	19,045	(5)	(5)	Class B Common Stock	19,045
Stock Appreciation Right	(5)	12/23/2015		J(1)	19,045	(5)	(5)	Common Stock	19,045

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIGGART JAMES H C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484			Vice President and Treasurer	

## Signatures

Megan C. Preneta, Attorney-in-fact for James H. Biggart

12/28/2015

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) On December 23, 2015, Hubbell Incorporated (the "Company") filed with the Secretary of the State of the State of Connecticut (the time of the effectiveness of such filing, the "Effective Time") an Amended and Restated Certificate of Incorporation to, among other things, effect a reclassification transaction (the "Reclassification"), in which (a) each holder of Class A common stock of the Company, par value \$0.01 per share ("Class A Common Stock"), as of immediately prior to the Effective Time became entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held, and (b) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), issued and outstanding immediately prior to the Effective Time was reclassified into one share of common stock of the Company, par value \$0.01 per share (the "Common Stock").

(2) Includes 4,648 shares of Class A Common Stock held directly, which have been reclassified into 4,648 shares of Common Stock.

(3) Includes (a) 959 shares of Class B Common Stock held directly, which have been reclassified into 959 shares of Common Stock, and (b) 673 shares of Class B Common Stock, which have been reclassified into 673 shares of Common Stock, previously granted as restricted stock under the Second Amended and Restated 2005 Incentive Award Plan.

(4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The reporting person no longer has beneficial ownership of the 4 shares of Hubbell Class B Common stock owned by his non-minor son and included in the reporting person's prior ownership reports.

(5) Includes 19,045 stock appreciation rights ("SARs") previously granted at previously disclosed prices and, subject to previously disclosed vesting restrictions, exercisable for shares of Class B Common Stock which, in connection with the Reclassification, have been converted into 19,045 SARs exercisable for shares of Common Stock, but otherwise maintaining the terms and conditions applicable to such SARs.

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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