

Guzzi Anthony  
 Form 4  
 December 28, 2012

**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 \*  
 Guzzi Anthony

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)  
 85 QUARTER HORSE LANE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/26/2012

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

FAIRFIELD, CT 06824  
 (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		or Disposed of (D)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)								
Directors Deferred Compensation Stock Units <u>(1)</u>	<u>(1)</u>	12/26/2012			A		40.317		<u>(2)</u>	<u>(2)</u>	Class A and Class B Common Stock	40.317
Director Deferred Restricted Class B Share Units <u>(4)</u>	<u>(4)</u>	12/26/2012			A		7.643		<u>(4)</u>	<u>(4)</u>	Class B Common Stock	7.643

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guzzi Anthony 85 QUARTER HORSE LANE FAIRFIELD, CT 06824	X			

**Signatures**

Megan C. Preneta, Attorney-in-fact for Anthony J. Guzzi 12/28/2012

\*\*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) Each Director Deferred Compensation Stock Unit consists of one share each of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan for Directors, as amended and restated.
- (2) Deferred units are payable commencing the first day of January following the reporting person's retirement or separation from the Board.
- (3) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.
- (4) Each Director Deferred Restricted Class B Share Unit is the economic equivalent of one share of Class B Common stock. The Director Deferred Restricted Class B Share Units vest on the date of the next regularly scheduled Annual Meeting of Shareholders to be held in 2013. Vested Director Deferred Class B Share Units will continue to be deferred until payout. Director Deferred Class B Share Units are payable commencing the first day of January following the reporting person's retirement or separation from the Board.
- (5) Unit price consisting of the closing price of one share of Class B Common Stock.

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.