

MCNALLY ANDREW IV
Form 4
January 07, 2009

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 *
MCNALLY ANDREW IV

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)

HAMMOND, KENNEDY,
WHITNEY & COMPANY,
INC, 333 NORTH MICHIGAN
AVE., SUITE 2200

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2009

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

(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

CHICAGO, IL 60601

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common (\$01 Par)	01/05/2009		M	A	2,431	2,431	D
Class B Common (\$01 Par)	01/05/2009		M	A	62,375	77,687	D

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

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displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Directors Deferred Compensation Stock Units	(2)	01/05/2009		M	33,261.174	01/05/2009	01/05/2009	Class A and Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNALLY ANDREW IV HAMMOND, KENNEDY, WHITNEY & COMPANY, INC 333 NORTH MICHIGAN AVE., SUITE 2200 CHICAGO, IL 60601	X			Trustee of 10% Owner Trust

Signatures

Richard W. Davies Attorney-in-fact for Andrew McNally IV
Date: 01/07/2009

**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) 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.
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. 2,431 of share units from prior to 7/7/88 are converted on a one for one basis of one share of Class A Common Stock and one share of Class B Common Stock for each share unit held, and the remainder of the share units were converted based on a formula equal to the sum of (a) one Class B share for each share unit held plus (b) the number of share units held multiplied by the closing price of the Class A shares and divided by the closing price of the Class B shares, both determined on December 30, 2008, the third business day prior to the transaction date as provided for in Hubbell's Deferred Compensation Plan for Directors.
- (2)

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.