

MCNALLY ANDREW IV  
Form 4/A  
January 14, 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

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/07/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. 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  | (A) or (D)   | Price                             |
| Class A<br>Common<br>(\$01 Par) | 01/08/2009 <sup>(1)</sup>            |  | M                  |   | 2,431   | A  | (2) 2,431                         |
| Class B<br>Common<br>(\$01 Par) | 01/08/2009 <sup>(3)</sup>            |  | M                  |   | 62,576<br>(3)   | A  | (2) 77,888 (3)                    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

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(9-02)

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**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 | (4)  | 01/08/2009 <sup>(3)</sup>            |  | M                              | 33,261.174  | 01/08/2009   | 01/08/2009                               | Class A and Class B Common Stock |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| Richard W. Davies Attorney-in-fact for Andrew McNally IV | 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) The Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009.
- (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) The Directors Deferred Compensation Plan provided for distributions on the fifth business day of January 2009, or January 8, 2009. The Company originally and inadvertently reported distributions in the amount of 62,375 as being made on January 5, 2009 based on a conversion formula using the closing share price of the Class A and Class B shares as of December 30, 2008 (the third business day preceding the original misreported date of distribution) as described in footnote 4 below. The difference in closing share prices between Class A shares and Class B shares on January 5, 2009 (the third business day prior to actual distribution) and December 30, 2008 resulted in 201 additional Class B shares being reportable.
- (4)

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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 January 5, 2009, the third business day prior to the transaction date as provided for in 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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