

HUBBELL INC
Form 4/A
November 06, 2006

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 *
SMITH THOMAS P

(Last) (First) (Middle)

C/O HUBBELL
INCORPORATED, 584 DERBY
MILFORD ROAD

(Street)

ORANGE, CT 06477

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
11/17/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Vice President

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 | | |
| Class B Common (\$0.01 Par) | 11/15/2005 | | M | 16,700 A | \$ 36.2 | 16,700 | D |
| Class B Common (\$0.01 Par) | 11/15/2005 | | M | 6,000 A | \$ 32.063 | 22,700 | D |
| Class B Common (\$0.01 Par) | 11/15/2005 | | M | 30,000 A | \$ 27.81 | 52,700 | D |
| Class B Common (\$0.01 Par) | 11/15/2005 | | S | 3,400 D | \$ 47.95 | 49,300 | D |

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| | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|--------|---|
| Common (\$01 Par) | | | | | | | |
| Class B Common (\$01 Par) | 11/15/2005 | S | 1,900 | D | \$ 47.96 | 47,400 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 1,500 | D | \$ 47.97 | 45,900 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 700 | D | \$ 47.98 | 45,200 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 500 | D | \$ 47.99 | 44,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 2,800 | D | \$ 48 | 41,900 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 5,200 | D | \$ 48.01 | 36,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 2,000 | D | \$ 48.02 | 34,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 600 | D | \$ 48.03 | 34,100 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 400 | D | \$ 48.04 | 33,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 1,300 | D | \$ 48.05 | 32,400 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 200 | D | \$ 48.06 | 32,200 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 800 | D | \$ 48.09 | 31,400 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 1,000 | D | \$ 48.1 | 30,400 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 300 | D | \$ 48.13 | 30,100 | D |

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| | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|--------|---|
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.15 | 30,000 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.16 | 29,900 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 200 | D | \$ 48.18 | 29,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 300 | D | \$ 48.19 | 29,400 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 200 | D | \$ 48.2 | 29,200 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.21 | 29,100 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.22 | 29,000 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.23 | 28,900 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 200 | D | \$ 48.24 | 28,700 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 400 | D | \$ 48.26 | 28,300 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 100 | D | \$ 48.27 | 28,200 | D |
| Class B Common (\$01 Par) | 11/15/2005 | S | 1,400 | D | \$ 48.28 | 26,800 | D |

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)

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| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 36.2 | 11/15/2005 | | M | 16,700 | <u>(1)</u> 12/01/2012 | Class B | 16,700 |
| Employee Stock Option | \$ 32.063 | 11/15/2005 | | M | 6,000 | <u>(1)</u> 12/11/2005 | Class B | 6,000 |
| Employee Stock Option | \$ 27.81 | 11/15/2005 | | M | 30,000 | 12/04/2004 12/03/2011 | Class B | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH THOMAS P C/O HUBBELL INCORPORATED 584 DERBY MILFORD ROAD ORANGE, CT 06477 | | | Group Vice President | |

Signatures

Richard W. Davies Attorney-in-fact for Thomas P. Smith

11/06/2006

__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) 33 1/3% on first anniversary date of grant; 33 1/3% on second anniversary date of grant; balance on third anniversary date of grant

Remarks:

This amended filing correctly reflects the Price of Derivative Security in Table II, Column 8, for the second and third Employee

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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