

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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**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 Common (\$01 Par)	01/08/2009 <sup>(1)</sup>		M		2,431	A	(2) 2,431
Class B Common (\$01 Par)	01/08/2009 <sup>(3)</sup>		M		62,576 (3)	A	(2) 77,888 (3)

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

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(9-02)



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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. 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.