

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

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)

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

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

C/O HUBBELL
INCORPORATED, 584 DERBY
MILFORD ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ORANGE, CT 06477

(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		
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Deemed Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	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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