

Hsieh An-Ping
Form 4
March 19, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hsieh An-Ping

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP General Counsel

C/O HUBBELL
INCORPORATED, 40
WATERVIEW DRIVE

(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

SHELTON, CT 06484

(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)
				Code	V	Amount or Price			
Common Stock	03/15/2019		M			8,919 A \$ 83.725	24,376	D	
Common Stock	03/15/2019		F			6,989 (1) D \$ 122.265	17,387	D	
Common Stock	03/15/2019		M			11,829 A \$ 107.865	29,216	D	
Common Stock	03/15/2019		F			11,015 (1) D \$ 122.21	18,201	D	
Common Stock	03/15/2019		M			11,044 A \$ 106.44	29,245	D	

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Common Stock	03/15/2019	F	<u>10,279</u> (1)	D	\$ 122.24	18,966	D
Common Stock	03/15/2019	M	15,300	A	\$ 97.48	34,266	D
Common Stock	03/15/2019	F	<u>13,638</u> (1)	D	\$ 122.24	20,628	D
Common Stock	03/15/2019	M	6,641	A	\$ 97.48	27,269	D
Common Stock	03/15/2019	F	<u>5,919</u> (1)	D	\$ 122.28	21,350	D
Common Stock	03/15/2019	M	11,166	A	\$ 113.69	32,516	D
Common Stock	03/15/2019	F	<u>10,744</u> (1)	D	\$ 122.32	21,772	D
Common Stock	03/15/2019	S	6,315	D	\$ 122.315	15,457	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.

SEC 1474
(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 83.725	03/15/2019		M	8,919	<u>(2)</u>	12/04/2022	Common Stock	8,919
Stock Appreciation Right	\$ 107.865	03/15/2019		M	11,829	<u>(3)</u>	12/10/2023	Common Stock	11,829
Stock Appreciation Right	\$ 106.44	03/15/2019		M	11,044	<u>(4)</u>	12/02/2024	Common Stock	11,044

Stock Appreciation Right	\$ 97.48	03/15/2019	M	21,941	(5)	12/08/2025	Common Stock	21,94
Stock Appreciation Right	\$ 113.69	03/15/2019	M	11,166	(6)	12/06/2026	Common Stock	11,16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsieh An-Ping C/O HUBBELL INCORPORATED 40 WATERVIEW DRIVE SHELTON, CT 06484			Senior VP General Counsel	

Signatures

Katherine A. Lane, Attorney-in-fact for An-Ping Hsieh	03/19/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 shares withheld by the Issuer were calculated on the spread between the price of the SAR and the market price on the date the SAR was exercised. The payment of withholding taxes for the SAR that was exercised on this date was also included in this number.
- (2) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 4, 2013.
- (3) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 10, 2014.
- (4) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 2, 2015.
- (5) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 8, 2016.
- (6) The stock appreciation right vests and becomes exercisable in three equal annual installments beginning on December 6, 2017.

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.