HUBBELL INC
Form DEF 14A
March 15, 2010

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
o Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

HUBBELL INCORPORATED
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):
þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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HUBBELL INCORPORATED
584 Derby Milford Road, Orange, Connecticut 06477

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 3, 2010

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders of Hubbell Incorporated (the Company) will be held at The Omni New Haven Hotel, 155 Temple Street, New Haven, Connecticut 06510 on Monday, May 3, 2010 at 9:00 A.M. local time for the purpose of considering and acting upon the following proposals:

1. The election of the following persons to serve as Directors of the Company for the ensuing year, until the next Annual Meeting of Shareholders of the Company and until their respective successors have been duly elected and qualified.

Timothy H. Powers	Anthony J. Guzzi	Carlos A. Rodriguez
George W. Edwards, Jr.	Joel S. Hoffman	G. Jackson Ratcliffe
Lynn J. Good	Andrew McNally IV	Richard J. Swift
		Daniel S. Van Riper

2. The ratification of the selection of independent registered public accountants to audit the annual financial statements for the Company for the year 2010.

3. The reapproval of the Company s 2005 Incentive Award Plan, as Amended and Restated.

4. The transaction of such other business as may properly come before the meeting and any adjournments thereof.

Accompanying this Notice of Annual Meeting is a proxy statement, proxy card(s), and the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

IMPORTANT: It is important that your shares be represented at this meeting. Therefore, please fill in, date, and sign the enclosed proxy card and mail it promptly in the enclosed postage-paid envelope, vote electronically using the Internet or use the telephone voting procedures, as described on the enclosed proxy card.

The Board of Directors has fixed the close of business on March 5, 2010 as the record date for the determination of shareholders entitled to notice of and to vote at such meeting and any adjournments thereof. The transfer books will not be closed.

By order of the Board of Directors

Richard W. Davies
Vice President,
General Counsel and
Secretary

Dated: March 15, 2010

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HUBBELL INCORPORATED

PROXY STATEMENT
for
ANNUAL MEETING OF SHAREHOLDERS
To be held May 3, 2010

The accompanying proxy is solicited by and on behalf of the Board of Directors of Hubbell Incorporated, a Connecticut corporation (the Company), to be voted at its Annual Meeting of Shareholders to be held at The Omni New Haven Hotel, 155 Temple Street, New Haven, Connecticut 06510, on Monday, May 3, 2010 at 9:00 A.M. local time, and any adjournments thereof. Commencing on or about March 16, 2010, copies of this Proxy Statement, proxy card(s), and the Company s Annual Report on Form 10-K for the year ended December 31, 2009 are being mailed to all shareholders.

Any shareholder executing a proxy may revoke it at any time prior to its use. The Company will treat any duly executed proxy as not revoked until it receives a duly executed instrument revoking it, or a duly executed proxy bearing a later date or, in the case of death or incapacity of the person executing the same, written notice thereof. If you vote your shares using the Internet website or the telephone voting procedures, you may revoke your prior Internet or telephone vote by recording a different vote on the Internet website or using the telephone voting procedures, or by signing and returning a duly executed proxy bearing a later date than your last Internet or telephone vote. A proxy also may be revoked by voting by ballot at the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be Held on May 3, 2010

The Company s Proxy Statement and Annual Report on Form 10-K are available at:
http://www.proxyvoting.com/hub

The following proxy materials are available for you to review at **http://www.proxyvoting.com/hub**:

the Company s 2010 Proxy Statement;

the proxy card(s);

the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009; and

any amendments to the foregoing materials that are required to be furnished to shareholders.

If you would like to access your Proxy Statement and Annual Report on Form 10-K electronically in the future, in lieu of receiving paper copies, you may do so by signing up for electronic delivery of these documents online at **http://www.proxyvoting.com/hub** or choosing this option by following the appropriate instructions when you vote by telephone or by marking the appropriate box on your proxy card.

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At the meeting, shareholders will be asked to consider and act upon the following proposals:

1. The election of the following persons to serve as Directors of the Company for the ensuing year, until the next Annual Meeting of Shareholders of the Company and until their respective successors have been duly elected and qualified.

Timothy H. Powers	Anthony J. Guzzi	Carlos A. Rodriguez
George W. Edwards, Jr.	Joel S. Hoffman	G. Jackson Ratcliffe
Lynn J. Good	Andrew McNally IV	Richard J. Swift
		Daniel S. Van Riper

2. The ratification of the selection of independent registered public accountants to audit the annual financial statements for the Company for the year 2010.

3. The reapproval of the Company s 2005 Incentive Award Plan, as Amended and Restated.

4. The transaction of such other business as may properly come before the meeting and any adjournments thereof.

Unless otherwise directed, the persons named in the accompanying form of proxy intend to vote all proxies received by them in favor of (1) the election of the nominees to the Board named herein, (2) the ratification of the selection of independent registered public accountants, and (3) the reapproval of the Company s 2005 Incentive Award Plan, as Amended and Restated. All proxies will be voted as specified by the Company s shareholders. The Board of Directors recommends shareholders to vote FOR proposals 1, 2 and 3.

Management does not intend to present any business at the meeting other than that set forth in the accompanying Notice of Annual Meeting, and it has no information that others will do so. If other matters requiring the vote of the shareholders properly come before the meeting or any adjournments thereof, it is the intention of the persons named in the accompanying form of proxy to vote the proxies held by them in accordance with their judgment on such matters.

Directions to attend the Annual Meeting where you may vote in person can be found on our website, **www.hubbell.com**, in the Investor Relations section. The content of the Company s website is not incorporated by reference into, or considered to be a part of, this Proxy Statement.

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VOTING RIGHTS AND SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The record date for the determination of shareholders entitled to vote at the meeting is the close of business on March 5, 2010. On March 5, 2010, the Company had outstanding 7,167,506 shares of Class A Common Stock, par value $.01 per share, and 52,746,282 shares of Class B Common Stock, par value $.01 per share, and no other voting securities. Each share of Class A Common Stock is entitled to twenty votes, and each share of Class B Common Stock is entitled to one vote. The presence at the Annual Meeting, in person or by proxy, of the holders of Class A Common Stock and Class B Common Stock holding in the aggregate a majority of the voting power of the Company s outstanding shares shall constitute a quorum for the transaction of business. Once a share of common stock is represented for any purpose at the Annual Meeting, it will be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the Annual Meeting. Abstentions and broker non-votes are counted as present for purposes of determining whether there is a quorum. The vote required for each proposal to be acted upon at this meeting is set forth in the description of that proposal.

The following table sets forth as of March 5, 2010, or such other date as indicated in the table or the notes thereto, each of the persons known to the Company to own beneficially shares representing more than 5% of any class of the Company s outstanding voting securities, with the percent of class stated therein being based upon the outstanding shares on March 5, 2010.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Class A Common Stock	Andrew McNally IV, G. J. Ratcliffe, and Richard W. Davies, as trustees under a Trust Indenture dated September 2, 1957 made by Louie E. Roche (the Roche Trust), c/o Hubbell Incorporated, 584 Derby Milford Road, Orange, Connecticut 06477	2,078,020(1)(2)(4)	28.99%
Class A Common Stock	Andrew McNally IV, G. J. Ratcliffe, and Richard W. Davies, as trustees under a Trust Indenture dated August 23, 1957 made by Harvey Hubbell (the Hubbell Trust), c/o Hubbell Incorporated, 584 Derby Milford Road, Orange, Connecticut 06477	1,410,440(2)(3)(4)	19.68
Class A Common Stock	Adage Capital Partners, L.P. Adage Capital Partners GP, L.L.C. Adage Capital Advisors, L.L.C. Phillip Gross Robert Atchinson 200 Clarendon Street 52nd Floor Boston, Massachusetts 02116	582,090(5)	8.12

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Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Class B Common Stock	BlackRock, Inc. 40 East 52nd Street New York, New York 10022	4,485,493(6)	8.5
Class B Common Stock	Artisan Partners Holdings LP Artisan Investment Corporation Artisan Partners Limited Partnership Artisan Investments GP LLC ZFIC, Inc. Andrew A. Ziegler Carlene M. Ziegler 875 East Wisconsin Avenue, Suite 800 Milwaukee, Wisconsin 53202	3,663,951(7)	6.95
Class B Common Stock	Capital World Investors The Income Fund of America, Inc. 333 South Hope Street Los Angeles, California 90071	3,272,100(8)	6.2
Class B Common Stock	The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	3,009,657(9)	5.71

(1) The beneficiaries of such trust are the issue of Harvey Hubbell and their spouses.

(2) The Trust Indenture requires that, so long as no bank or trust company is acting as a trustee, there shall be three individuals acting as trustees, each of whom, so long as any securities of the Company are held by the trust, must be an officer or Director of the Company. The Trust Indenture provides that successor trustees are to be appointed by the trustees then in office. The trustees have shared voting and investment power with respect to the securities of the Company held in such trust.

(3) The beneficiaries of such trust are the issue of Harvey Hubbell.

(4) In addition, Messrs. McNally, Ratcliffe, and Richard W. Davies, Vice President, General Counsel and Secretary, beneficially own shares of the Company s Common Stock as set forth in the table below with respect to Messrs. McNally and Ratcliffe. The shares of the Company s Common Stock beneficially owned by Mr. Davies are included in the total amount of the Company s Common Stock beneficially owned by All Directors and executive officers as a group (19 persons) in the table below.

(5) The Company has received a copy of Schedule 13G, as amended, as filed with the Securities and Exchange Commission (SEC) on February 16, 2010 by Adage Capital Partners, L.P. (ACP), Adage Capital Partners GP, L.L.C. (ACPGP), as general partner of ACP, Adage Capital Advisors, L.L.C. (ACA), as managing member of ACPGP, Phillip Gross, as managing member of ACA, and Robert Atchinson, as managing member of ACA,

collectively, the Reporting Persons , reporting ownership of these shares as of December 31, 2009. According to the Schedule 13G, the Reporting Persons have shared voting and dispositive power as to these shares.

(6) The Company has received a copy of Schedule 13G as filed with the SEC on January 29, 2010 by BlackRock, Inc. (BlackRock) reporting ownership of these shares as of December 31, 2009. According to the Schedule 13G, on December 1, 2009, BlackRock completed its acquisition of Barclays Global Investors, NA, which, together with certain affiliates, had previously filed a Schedule 13G with respect to the Company s Class B common stock. As reported in BlackRock s Schedule 13G, BlackRock has sole voting and dispositive power as to these shares. According to the Schedule 13G, the shares were acquired by the following subsidiaries of BlackRock: BlackRock Asset Management Japan Limited, BlackRock Advisors (UK) Limited, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Investment Management, LLC and BlackRock International Ltd.

(7) The Company has received a copy of Schedule 13G as filed with the SEC on February 11, 2010 by Artisan Partners Holdings LP (Artisan Holdings), Artisan Investment Corporation (Artisan Corp.), the general partner of Artisan Holdings, Artisan Partners Limited Partnership (Artisan Partners), Artisan Investments GP LLC (Artisan Investments), the general partner of Artisan Partners, ZFIC, Inc. (ZFIC), the sole stockholder of Artisan Corp., Andrew A. Ziegler and Carlene M. Ziegler reporting ownership of these shares as of December 31, 2009. Andrew A. Ziegler and Carlene M. Ziegler are the principal stockholders of ZFIC. According to the Schedule 13G, Artisan Holdings, Artisan Corp., ZFIC, Andrew A. Ziegler and Carlene M. Ziegler have shared voting power with respect to 3,590,751 of such shares and shared dispositive power with respect to all such shares; and Artisan Partners and Artisan Investments have shared voting power with respect to 3,564,551 of such shares and shared dispositive power with respect to 3,637,751 of such shares. According to the Schedule 13G, the shares reported were acquired on behalf of discretionary clients of Artisan Partners and Artisan Holdings.

(8) The Company has received a copy of Schedule 13G, as amended, as filed with the SEC on February 11, 2010 by Capital World Investors (Capital World) and The Income Fund of America, Inc. (Income Fund) reporting ownership of these shares as of December 31, 2009. As reported in said Schedule 13G, Capital Research and Management Company (CRMC) manages equity assets for various investment companies through two divisions, including Capital World. Capital World is deemed to be the beneficial owner of 3,272,100 shares of Class B Common Stock as a result of CRMC acting as investment advisor to various companies registered under Section 8 of the Investment Company Act of 1940. Capital World has sole dispositive power for all such shares, and Income Fund, which is advised by CRMC, has sole voting power for all such shares.

(9) The Company has received a copy of Schedule 13G as filed with the SEC on February 8, 2010 by The Vanguard Group, Inc. (Vanguard). As reported in said Schedule 13G, Vanguard has sole voting power with respect to 36,046 of such shares, sole dispositive power with respect to 2,973,611 of such shares and shared dispositive power with respect to 36,046 of such shares. According to the Schedule 13G, Vanguard Fiduciary Trust Company (VFTC), a wholly owned subsidiary of Vanguard, is the beneficial owner of 36,046 of such shares as a result of its serving as investment manager of collective trust accounts. VFTC directs the voting of these 36,046 shares.

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The following table sets forth as of March 5, 2010, the equity securities of the Company beneficially owned by each of the Directors and the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and the three other most highly paid executive officers, referred to as the named executive officers of the Company, and by all Directors and executive officers of the Company as a group:

Name	Title of Class	Amount and Nature of Beneficial Ownership(1)	Percent of Class
E. Richard Brooks	Class A Common	892(2)	*
	Class B Common	2,658(2)(3)	*
George W. Edwards, Jr.	Class A Common	1,000	*
	Class B Common	34,659(3)	*
Lynn J. Good	Class B Common	1,000(2)	*
Anthony J. Guzzi	Class B Common	3,150(2)(3)	*
Joel S. Hoffman	Class A Common	3,821(2)	*
	Class B Common	23,367(2)(3)	*
Andrew McNally IV	Class A Common	3,490,891(5)	48.70
	Class B Common	62,363(3)	*
G. Jackson Ratcliffe	Class A Common	3,571,682(5)	49.83
	Class B Common	285,770(3)	*
Carlos A. Rodriguez	Class B Common	1,000(2)	*
Richard J. Swift.	Class B Common	3,550(2)(3)	*
Daniel S. Van Riper	Class A Common	1,000(2)	*
	Class B Common	13,324(2)(3)	*
Timothy H. Powers	Class A Common	106,304(6)	1.48
	Class B Common	1,167,199(4)(7)(8)	2.21
David G. Nord	Class A Common	106,304(6)	1.48
	Class B Common	141,006(4)(7)	*
Scott H. Muse	Class B Common	174,125(4)	*
Gary N. Amato	Class B Common	117,025(4)	*
William T. Tolley	Class B Common	125,034(4)	*
All Directors and executive officers as a group (19 persons)	Class A Common	3,928,541(2)(5)(6)(9)	54.81
	Class B Common	2,770,229(2)(3)(4)(7)(8)(10)	5.25

* Less than 1%.

(1) The figures in the table and notes thereto represent beneficial ownership and sole voting and investment power except where indicated and include the following shares of Class B Common Stock obtainable within sixty days of March 5, 2010 by the exercise of stock options under the Company s Stock Option Plan for Key Employees (Option Plan) and stock appreciation rights (SARs) pursuant to the Company s 2005 Incentive Award Plan (together with the Option Plan, the LTI Plans) (see the table captioned Outstanding Equity Awards at Fiscal Year End on page 38): Mr. Powers 983,197 shares, Mr. Nord 79,650 shares,

Mr. Muse 154,425 shares, Mr. Amato 95,531 shares, and Mr. Tolley 117,465; and all executive officers as a group 1,831,078 shares.

(2) Does not include stock units (each stock unit consisting of one share each of Class A Common Stock and Class B Common Stock) credited to and held under the Company s Deferred Compensation Plan for Directors (Deferred Plan for Directors) for those Directors who are not employees of the Company, as discussed below under the section entitled Compensation of Directors on page 50. As of March 5, 2010, the following stock units have been credited under the Deferred Plan for Directors: Mr. Brooks 10,292 stock units, Ms. Good 168 stock units; Mr. Guzzi 4,055 stock units, Mr. Hoffman 10,699 stock units, Mr. Rodriguez 168 stock units; Mr. Swift 3,977 stock units, and Mr. Van Riper 1,633 stock units.

(3) Includes 750 shares of Class B Common Stock granted as restricted stock under the 2005 Incentive Award Plan on May 4, 2009 which are subject to forfeiture if the Director s service terminates (other than by reason of death) prior to the date of the regularly scheduled 2010 Annual Meeting of Shareholders.

(4) Includes the following shares of Class B Common Stock granted as restricted stock under the 2005 Incentive Award Plan which are subject to vesting and forfeiture in equal annual installments over a period of three years: Mr. Powers 26,518, Mr. Nord 7,177, Mr. Muse 5,556, Mr. Amato 5,154, and Mr. Tolley 4,305; and all executive officers as a group 55,590 shares.

(5) Includes 2,078,020 shares of Class A Common Stock owned by the Roche Trust of which Messrs. McNally, Ratcliffe, and Davies are co-trustees and have shared voting and investment power; and 1,410,440 shares of Class A Common Stock owned by the Hubbell Trust of which Messrs. McNally, Ratcliffe, and Davies are co-trustees and have shared voting and investment power.

(6) Includes 106,304 shares of Class A Common Stock held by The Harvey Hubbell Foundation of which Messrs. Powers, Nord, and one corporate officer are co-trustees and have shared voting and investment power.

(7) Includes 29,358 shares of Class B Common Stock held by The Harvey Hubbell Foundation of which Messrs. Powers, Nord, and one corporate officer are co-trustees and have shared voting and investment power.

(8) Includes 500 shares of Class B Common Stock owned by Mr. Powers wife.

(9) Includes 212,264 shares of Class A Common Stock held by the Company s Pension Trust, the voting and investment powers over which are controlled by a Retirement Committee of which James H. Biggart, Vice President and Treasurer, two corporate officers, and one employee of the Company are co-members and have shared voting and investment power.

(10) Includes 130,912 shares of Class B Common Stock held by the Company s Pension Trust, the voting and investment powers over which are controlled by a Retirement Committee of which Mr. Biggart, two corporate officers, and one employee of the Company are co-members and have shared voting and investment power.

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ITEM 1

ELECTION OF DIRECTORS

The Company s By-Laws provide that the Board of Directors shall consist of not less than three nor more than twelve Directors who shall be elected annually by the shareholders. The Board has fixed the number of Directors at ten as of the Annual Meeting of Shareholders, and the following persons are proposed by the Board, upon recommendation of the Nominating and Corporate Governance Committee, as Directors of the Company to hold office until the next Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified. In the event that any of the nominees for Directors should become unavailable, it is intended that the shares represented by the proxies will be voted for such substitute nominees as may be nominated by the Board of Directors, unless the number of Directors constituting a full Board of Directors is reduced. Each of the nominees below was elected as a Director by the shareholders of the Company, except for Ms. Good and Mr. Rodriguez who were appointed to the Board of Directors in June 2009. Mr. Brooks is retiring as a Director of the Company in accordance with the Company s Corporate Governance Guidelines after serving the Company s shareholders in that capacity since 1993, and therefore is not standing for re-election. Directors are elected by plurality vote. Abstentions and broker non-votes will not be counted for the purposes of the election of Directors.

Name	Age(1)	Principal Occupation	Year First Became a Director
Timothy H. Powers	61	Chairman of the Board, President, and Chief Executive Officer of the Company, since 2004; President and Chief Executive Officer, 2001-2004. Director of MeadWestvaco Corporation since 2006.	2001
G. Jackson Ratcliffe	73	Chairman of the Board of the Company, 1987-2004; Chairman of the Board, President and Chief Executive Officer, 1988-2001. Director of Sunoco, Inc. 1998-2009, Barnes Group 2001-2004, and Praxair, Inc., 1992-2008.	1980
George W. Edwards, Jr.	70	President and Chief Executive Officer of The Kansas City Southern Railway Company (railroad), 1991-1995. Director of El Paso Electric Company since 1993.	1990
Lynn J. Good	50	Group Executive and Chief Financial Officer of Duke Energy Corporation (electric power transmission and distribution), since July 2009. Group Executive and President of Duke s Commercial Businesses, 2007-2009; Executive Vice President and CFO, Cinergy Corp., acquired by Duke Energy Corporation, 2005-2007.	2009

Name	Age(1)	Principal Occupation	Year First Became a Director
Anthony J. Guzzi	46	President and Chief Operating Officer of EMCOR Group, Inc. (mechanical, electrical construction and facilities services), since 2004. President, North American Distribution and Aftermarket, Carrier Corporation, a subsidiary of United Technologies, 2001-2004; President, Commercial Systems and Services, 2001. Director of EMCOR Group, Inc. since 2009.	2006
Joel S. Hoffman	71	Partner of Simpson Thacher & Bartlett LLP, a New York City law firm, 1971-1999.	1989
Andrew McNally IV	70	Senior Advisor, Hammond, Kennedy, Whitney & Company (merchant banking), since 2007; Partner, 1998-2006. Member, McNally Investments (merchant banking), since 2005. Chairman and Chief Executive Officer of Rand McNally & Company (printing, publishing and map-making), 1993-1997. Director of Reinhold Industries, Inc., 1999-2006.	1980
Carlos A. Rodriguez	45	President, National Account Services & Employer Services International, Automatic Data Processing, Inc. (payroll and tax processing, and business services), since March 2010. Division President for ADP s Small Business Services and the Professional Employer Organization, 1999-2010.	2009
Richard J. Swift	65	Chairman of the Financial Accounting Standards Advisory Council, 2002-2006. Chairman, President and Chief Executive Officer of Foster Wheeler Ltd. (design, engineering, construction and other services), 1994-2001. Director of CVS Caremark Corporation since 2006, Ingersoll-Rand Company PLC since 1995, Kaman Corporation, since 2002, and Public Service Enterprise Group Incorporated, since 1994.	2003
Daniel S. Van Riper	69	Independent Financial Consultant, since 2003. Senior Vice President and Chief Financial Officer, Sealed Air Corporation (packaging materials and systems), 1998-2002; Special Advisor, 2002-2005. Director of 3D Systems Corporation since 2006 and DOV Pharmaceutical, Inc., 2002-2008.	2003

(1) As of March 5, 2010.

During the five years ended December 31, 2009, each of the Directors, other than Messrs. McNally and Rodriguez, and Ms. Good, has either been retired or held the principal occupation set forth above opposite his or her name. The employment history of Messrs. McNally and Rodriquez, and Ms. Good during the past five years is reflected in the table above.

CORPORATE GOVERNANCE

The Board of Directors has adopted the Company s Corporate Governance Guidelines (Guidelines) with respect to significant corporate governance issues. These Guidelines cover such issues as the composition of the Board and Board Committees, Board and Board Committee meetings, leadership development, including succession planning, new Director orientation, Board responsibilities and compensation, and Director independence. The Guidelines may be viewed on the Company s website at **www.hubbell.com.**

The Board of Directors of the Company met ten times during the year ended December 31, 2009. During 2009, no Director attended fewer than 75% of the aggregate number of meetings of the Board of Directors and meetings of Committees of which the Director was a member. Board members are expected to attend the Company s annual meetings of shareholders. All of the Company s Directors were in attendance at the Company s May 4, 2009 Annual Meeting of Shareholders, except for Ms. Good and Mr. Rodriguez who were appointed to the Board of Directors in June 2009.

Director Independence

The Company s Guidelines indicate that the Board shall be comprised of a majority of independent Directors. Each year the Nominating and Corporate Governance Committee reviews all relationships between Directors and the Company and its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or any of its subsidiaries) in accordance with the objective criteria of independence set forth by the New York Stock Exchange (NYSE) and the SEC and considers whether any relationship, individually or in the aggregate, is material and has impaired or may impair a Director s exercise of independent judgment. The Nominating and Corporate Governance Committee also reviews a summary of the answers to annual questionnaires completed by each of the Directors, a report of transactions with Director-affiliated entities, Code of Ethics certifications (described below), the status of case submissions filed with the Company s confidential communication hotline, and Company donations to charitable organizations (noting that The Harvey Hubbell Foundation Educational Matching Gifts Program is available to all Directors, officers and employees and matches eligible gifts up to a maximum of $4,000 made by an individual in any single calendar year). Following review and discussion, the Nominating and Corporate Governance Committee and the Company s Vice President, General Counsel and Secretary, provide the results of this analysis and supporting information to the Board of Directors.

In evaluating and determining the independence of the Directors, the Nominating and Corporate Governance Committee considered that in the ordinary course of business, transactions may occur between the Company and its subsidiaries and entities with which some of the Directors are or have been affiliated. Specifically, Messrs. Brooks, Edwards, Swift and Van Riper serve as directors of other companies with which the Company engages in ordinary course business transactions. Mr. Guzzi, Ms. Good and Mr. Rodriguez are officers of other companies with which the Company engages in ordinary course business transactions. The Nominating and Corporate Governance Committee considered the dollar amounts of transactions with each of these entities and any related arrangements between the Company and any of the applicable customers or suppliers, and determined that none were required to be disclosed as a related party transaction under the federal securities laws or otherwise impaired the applicable Director s independence under NYSE guidelines. In addition, the Nominating and Corporate Governance Committee considered Mr. Ratcliffe s prior service to the Company as President and CEO ending in 2001, as Chairman of the Board and as a consultant each ending in 2004, and the fact that he no longer had any relationship with the Company except as a Director, and determined that, in addition to meeting the NYSE bright line test for independence with respect to such prior service to the Company, such prior service did not otherwise impair his independence.

As a result of this review, the Board has determined that the following Directors are independent in accordance with applicable law and the NYSE rules: Mr. E. Richard Brooks, Mr. George W. Edwards, Jr., Ms. Lynn J. Good, Mr. Anthony J. Guzzi, Mr. Joel S. Hoffman, Mr. Andrew McNally IV, Mr. G. Jackson Ratcliffe, Mr. Carlos A. Rodriguez, Mr. Richard J. Swift, and Mr. Daniel S. Van Riper; and that Mr. Timothy H. Powers is not independent. Mr. Powers is not considered an independent outside Director because of his employment as Chairman of the Board, President and CEO of the Company. In determining the nominees for election as Directors at the 2010 Annual Meeting of Shareholders, the Nominating and Corporate Governance Committee noted that the Company s Guidelines provide that upon reaching age 72 a director shall not thereafter stand for re-election unless the Board, based upon the recommendation of the Nominating and Corporate Governance Committee, makes an exception to this standard as deemed appropriate in the interests of the Company s shareholders. Mr. Ratcliffe had reached the age of 72 in March 2008 and the Committee had determined that a waiver of the guideline was appropriate in Mr. Ratcliffe s case in light of his extensive managerial experience and deep knowledge of the Company s businesses. The Committee determined that waiver of the guideline continued to be appropriate for Mr. Ratcliffe in connection with the 2010 election of Directors.

Board Leadership Structure

The Company s By-Laws require the Board to choose the Chairman of the Board from among the Directors and provide the Board with the ability to appoint the President of the Company as the Chairman of the Board. This approach gives the Board the necessary flexibility to determine whether these positions should be held by the same person or by separate persons based on the leadership needs of the Company at any particular time.

Based on the Company s present circumstances, the Board has determined that the Company and its shareholders are best served by having Mr. Powers serve as its Chairman of the Board, President and CEO. Mr. Powers combined role as Chairman of the Board, President and CEO promotes unified leadership and direction for the Company, which allows for a single, clear focus for management to execute the Company s strategy and business plans. Mr. Powers has served in this combined role since 2004. However, from 2001 to 2004, to assist in the transition of leadership from Mr. Ratcliffe (the Company s former Chairman, President and CEO) to Mr. Powers, the Board determined that the Company was best served by having one person serve as the Chairman of the Board and another person serve as President and CEO.

The Board s present composition provides independent and effective oversight of the Company s business and affairs. The Audit, Compensation, and Nominating and Corporate Governance Committees are comprised entirely of Directors who meet the independence requirements of the NYSE. Mr. Powers is the only member of the executive management who is also a Director. The Board and Nominating and Corporate Governance Committee have assembled a Board that consists of strong and effective Directors who are currently or have been leaders or CFOs of major companies or institutions or advisors thereto, are independent analytical thinkers and have a diverse range of experience and skills.

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In addition, the Board has established a Lead Director position, which rotates annually among the chairs of the Board Committees, as detailed in the Guidelines, immediately following the Company s annual meeting. The Lead Director coordinates the activities of the Directors who are not Company officers (including those who are not independent by virtue of a material relationship, former status or family membership, or for any other reason) (collectively, the Non-Management Directors), coordinates the agenda for and chairs sessions of the Non-Management Directors, and facilitates communications between the Non-Management Directors and the other members of the Board and the management of the Company. At its meeting held on February 12, 2009, the Board of Directors, upon recommendation of Nominating and Corporate Governance Committee, amended the Guidelines to provide that any Director who is due to serve as Lead Director under the annual rotation procedure may decline acceptance of such position for any given term if the Director determines that the circumstances so warrant. Currently, Mr. Brooks is the Lead Director, and he is expected to hold this position through the Company s 2010 Annual Meeting of Shareholders.

Given the strong leadership of the Company s Chairman of the Board, President and CEO, the counterbalancing role of the Lead Director, and a Board otherwise comprised of effective and independent directors, the Board believes that, based on the Company s present circumstances, the Board s current leadership structure is appropriate.

Board Oversight of Risk

The Board is responsible for overseeing the Company s risk management practices and Committees of the Board assist it in fulfilling this responsibility.

As required by its Charter, the Audit Committee routinely discusses with management the Company s significant risk exposures and the actions management has taken to limit, monitor or control such exposures, including guidelines and policies with respect to the Company s assessment of risk and risk management. At least annually, the Audit Committee reviews with management the Company s Enterprise Risk Management Program which identifies and quantifies a broad spectrum of enterprise-wide risks, and related action plans. In 2009, the Company s full Board participated in this review and discussion and expects to continue this practice as part of its role in the oversight of the Company s risk management practices. In addition, the Company s Internal Audit and Legal Departments report to the Committee on various matters related to the Company s risk exposures on an regular basis or more frequently if appropriate. Such matters may include a review of metrics related to the Company s confidential communication hotline, Listen Up; reports of audits conducted by the Internal Audit Department; and code of ethics or compliance-related matters. At their discretion, members of the Board may also directly contact management to review and discuss any risk-related or other concerns that may arise between regular meetings.

In 2009, the Company reviewed with the Compensation Committee its compensation policies and practices applicable to all employees that could affect the Company s assessment of risk and risk management. Following such review, the Company determined that its compensation policies and practices for all employees do not create risks that are reasonably likely to have a material adverse effect on the Company. As part of its risk assessment and management activities going forward, the Company also determined that it would undertake an annual review of its compensation policies and practices as they relate to risk, the results of which will be shared with the Compensation Committee and, if appropriate, the full Board of Directors.

Code of Ethics

The Company has a Conflicts of Interest Policy, Business Ethics Policy and Use of Undisclosed Information Statement, which is the Company s code of ethics within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder (Code of Ethics). The Code of Ethics can be viewed on the Company s website at **www.hubbell.com**. The Company requires all officers and Directors to certify compliance with the Code of Ethics and complete a Code of Ethics training course on an annual basis. Waivers to the Code of Ethics as to officers and Directors may be made only by the Company s Board of Directors or an appropriate committee of the Board of Directors, and will be promptly disclosed to Company shareholders through the Company s website.

Communications with Directors

Shareholders and interested parties may communicate with either the Company s Lead Director or with the Non-Management Directors as a group by using any of the following methods: (a) via Listen Up confidential communication: (i) electronically at **http://www.listenupreports.com**; (ii) fax to 1-312-635-1501; (iii) toll free to 1-888-789-6627; or (iv) by mail to Listen Up[tm]/SAI Global, 101 Morgan Lane #301, Plainsboro, New Jersey 08536; or (b) by writing to: Board of Directors, c/o Richard W. Davies, Vice President, General Counsel and Secretary, Hubbell Incorporated, 584 Derby Milford Road, Orange, Connecticut 06477. Such communications will be distributed to the specific Director(s) requested by the interested party or, if generally to the Board, to other members of the Board as may be appropriate depending on the material outlined in the communication. For example, if a communication relates to accounting, internal accounting controls, or auditing matters, the communication will be forwarded to the Chair of the Audit Committee.

Board Committees

The Board of Directors has Audit, Compensation, Executive, Finance, and Nominating and Corporate Governance Committees. The principal responsibilities of each of these committees is described generally below, and in detail in their respective Committee Charters. The Charter for each of the Company s (i) Audit Committee, (ii) Compensation Committee, (iii) Finance Committee, and (iv) Nominating and Corporate Governance Committee are available on the Company s website at **www.hubbell.com.** The Charter for the Executive Committee is incorporated into Article III, Section 1, of the Company s By-Laws which are also posted on the Company s website.

Audit Committee

Messrs. Brooks, Guzzi, Hoffman, Van Riper, and Ms. Good serve as members of the Audit Committee, with Mr. Van Riper as Chairman. The Audit Committee consists of members who are independent as defined in the current NYSE listing standards and regulations adopted by the SEC under the federal securities laws. The Audit Committee appoints independent registered public accountants to serve as auditors for the following year, subject to ratification by the shareholders at the annual meeting; meets periodically with the independent registered public accountants, internal auditors, and appropriate personnel responsible for the management of the Company and subsidiary companies concerning the adequacy of internal controls and the objectivity of the financial reporting of the Company; reviews and oversees the independence of the Company s independent registered public accountants; reviews and discusses the Company s internal audit function and its personnel; pre-approves the hiring of the

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independent registered public accountants for audit and non-audit services; and reviews and approves the scope of the audit and fees for the audit and non-audit services performed by the independent registered public accountants. The independent registered public accountants and the Company s management and internal auditors each meet alone with the Audit Committee several times during the year and have access at any time to the Audit Committee. The Board of Directors has determined, in its business judgment, that each member of the Audit Committee is financially literate, at least one member of the Audit Committee meets the NYSE standard of having accounting or related financial management expertise and that Mr. Van Riper and Ms. Good each meet the SEC criteria of an audit committee financial expert . The Audit Committee met nine times in 2009.

Executive Committee

Messrs. Edwards, Hoffman, McNally, Powers, and Ratcliffe serve as members of the Executive Committee, with Mr. Ratcliffe as Chairman. The Executive Committee meets during intervals between meetings of the Board of Directors and may exercise all the powers of the Board of Directors in the management of the business, and properties and affairs of the Company, except certain powers set forth in the By-Laws of the Company. The Executive Committee did not meet in 2009.

Compensation Committee

Messrs. Edwards, McNally, Rodriguez, Swift, and Van Riper serve as members of the Compensation Committee, with Mr. Edwards as Chairman. The Compensation Committee consists of Directors who are independent as defined in the current NYSE listing standards and regulations adopted by the SEC under the federal securities laws. The Compensation Committee conducts an annual appraisal of the performance of the CEO and determines the compensation (base salary plus additional compensation and benefits) of the CEO. After consultation with the CEO and the Chairman of the Board of Directors, the Compensation Committee also determines the compensation of other members of the Company s senior management group. The Compensation Committee evaluates the performance of the Chairman of the Board of Directors; determines equity grants under the Company s 2005 Incentive Award Plan; recommends (for approval) to the Board of Directors pension changes, and other significant benefits or perquisites; and reviews the members of the Company s senior management group and plans for the development of qualified candidates, and reports to the Board of Directors annually. The Compensation Committee met five times in 2009.

Finance Committee

Messrs. Edwards, McNally, Powers, Ratcliffe, and Rodriguez serve as members of the Finance Committee, with Mr. McNally as Chairman. The Finance Committee recommends to the Board of Directors of the Company proposals concerning long- and short-term financing, material divestments and acquisitions, cash and stock dividend policies, programs to repurchase the Company s stock, stock splits, and other proposed changes in the Company s capital structure; periodically reviews the Company s capital expenditure policy and recommends changes to the Board of Directors, where appropriate, and, when requested by the Board of Directors, reviews and makes recommendations to the Board of Directors with respect to proposals concerning major capital expenditures and leasing arrangements; monitors the Company s effective tax rate and related tax matters; reviews annually the Company s insurance programs and their adequacy to protect against major losses and liabilities; reviews and monitors the administration and asset management of the Company s employee benefit plans, including the

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selection of investment and other advisors, the allocation of assets between fixed income and equity, the performance of plan investment managers and pension plan contributions; and reviews and monitors the administration of the Company s cash and investment portfolios, including the Company s investment guideline policies. The Finance Committee met nine times in 2009.

Nominating and Corporate Governance Committee

Messrs. Brooks, Guzzi, Hoffman, and Swift and Ms. Good serve as members of the Nominating and Corporate Governance Committee, with Mr. Brooks as Chairman. The Nominating and Corporate Governance Committee consists of Directors who are independent as defined in the current NYSE listing standards and regulations adopted by the SEC under the federal securities laws. The Nominating and Corporate Governance Committee assists the Board of Directors in fulfilling its responsibilities by identifying individuals qualified to become Board members; recommending Director nominees to be elected at the next annual meeting of shareholders or appointed by the Board of Directors to fill vacancies on the Board; reviewing and recommending (for approval) to the Board of Directors compensation for service on the Board of Directors and its various committees, policies governing retirement from the Board of Directors, and individuals to serve as the Company s officers and members of the various committees of the Board of Directors; reviewing and recommending to the Board (for approval) changes proposed by the Chairman of the Board and the CEO pertaining to the structure and appointment of the Company s officers; and developing and recommending to the Board of Directors the adoption, or amendment, of the Guidelines and principles applicable to the Company. The Nominating and Corporate Governance Committee met six times in 2009.

Director Nominations

Qualifications of Director Nominees

As set forth in the Guidelines, the Nominating and Corporate Governance Committee works with the Board on an annual basis to determine the size of the Board and the appropriate characteristics, skills and experience for the Board and its individual members. The Committee recommends to the Board candidates for Board membership in accordance with the Guidelines and the selection criteria outlined in its Charter. In evaluating suitability to the Board, the Committee considers candidates on the basis of their ability to make independent analytical inquiries; general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today s business environment; educational and professional background; experience in corporate governance (such as an officer or a former officer of a publicly held corporation); experience in the Company s industry; experience as a board member of another publicly held corporation; and academic expertise in an area of the Company s operations. Candidates are assessed on the basis of their qualifications, experience, skills and ability to enhance shareholder value. The Nominating and Corporate Governance Committee and the Board evaluate each candidate in the context of the Board as a whole. The Board does not have a policy with regard to the consideration of diversity in identifying director nominees, rather the objective is to assemble a Board with diverse experience in these various areas that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment.

Each Director nominee possesses the appropriate characteristics, skills and experience specified in the Company s Guidelines and the Nominating and Corporate Governance Committee Charter for membership to the Board of Directors. As a result, the Board is comprised of individuals with strong and unique backgrounds, giving the Board, as a whole, competence and experience in a wide variety of areas such as finance and accounting, operations, legal, investing, risk management, mergers and acquisitions, auditing, corporate governance and public company board service. Several nominees have served or are currently serving as CEO or CFO of reputable public companies in industries, like manufacturing and power, that share common characteristics with the Company s industry. Set forth below are summaries of the experience of the nominees considered by the Nominating and Corporate Governance Committee in assembling a Board best suited to represent the interests of the Company and its shareholders:

Mr. Powers brings to the Board many years of CFO, CEO, management, strategic development, and mergers and acquisitions experience in manufacturing industries, including:

Chairman (since 2004), President and CEO (since 2001), and Senior Vice President and CFO (1998-2001) of the Company

Previously, 10 years of experience in manufacturing as Executive Vice President, Finance and Business Development Americas Region at ABB, Inc. and 3 years of experience as Vice President and Corporate Controller for BBC Brown Boveri, Inc.

Serves on the boards of MeadWestvaco Corporation, a public manufacturing corporation, and the National Electric Manufacturers Corporation (NEMA), and on the Board of Trustees of Manufacturers Alliance (MAPI)

Mr. Ratcliffe brings to the Board extensive legal, CFO, CEO, management, strategic development, and mergers and acquisitions experience, public corporation board experience and numerous years with the Company in a variety of capacities, including:

35 years with the Company consisting of 14 years as President and CEO, and 17 years as Chairman, 7 years as CFO, and 6 years as Chief Legal Officer

Served on the boards of 9 public corporations, including Sunoco, Inc., Praxair, Inc., Barnes Group, Inc., Olin Corporation, and Aquarion Company

Mr. Edwards brings to the Board many years of CEO and management experience in the utility and railroad industries, and public corporation board experience, including:

Past Chairman, President and CEO experience at The United Illuminating Company, a public utility

Past President and CEO experience at The Kansas City Southern Railway Company

Served on several boards of public corporations, including Aquarion Company and El Paso Electric Company, where he also was Chairman of the Board

Ms. Good brings to the Board CFO and finance, auditing, and general management experience in the utility industry, including:

Present Group Vice President and CFO of Duke Energy, an electric power company; past experience in various capacities as Senior Vice President and Treasurer, and President of Commercial Business

CFO and Controller of a utility holding company prior to its acquisition by Duke Energy

Served as partner of Arthur Anderson LLP for 10 years and Deloitte & Touche LLP for 1 year

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Certified Public Accountant (CPA) for approximately 27 years

Qualifies as an audit committee financial expert

Mr. Guzzi brings to the Board COO, manufacturing, strategic development, operations and management consultant experience, including:

Present President and COO of EMCOR Group, Inc., a public manufacturing corporation that designs, operates, and maintains complex mechanical and electrical systems

Past experience in manufacturing including President, North American Distribution and Aftermarket, and President, Commercial Systems and Services of Carrier Corporation, a subsidiary of United Technologies

Past experience as an engagement manager with McKinsey & Company, a prominent management consulting firm

Mr. Hoffman brings to the Board many years of experience as a partner in a New York City law firm specializing in mergers and acquisitions, securities and governance, including:

37 years of experience as a practicing attorney, and for approximately 25 years was the Company s lead outside attorney advising the Company on mergers and acquisitions, securities, governance and other legal issues related to the business

Director of the Company for 20 years

Mr. McNally brings to the Board many years of CEO, management and operations experience in the publishing industry and public and private corporation boards, mergers and acquisitions, finance, and risk analysis experience, as well as service in merchant and investment banking, including:

Past Chairman and CEO of Rand McNally & Company, engaged in printing, publishing and map-making

Past Director of numerous public and private corporations, including Reinhold Industries, Inc., Burns International Service Corp., Borg Warner Security Corp., Zenith Electric Corp., and Mercury Finance

Former partner and current Senior Advisor of Hammond, Kennedy, Whitney & Company, and a partner in McNally Investments, both merchant bankers

Mr. Rodriguez brings to the Board many years of CFO, finance, operations, merger and acquisition, and banking and general management experience, including:

Division President of the small business services and added value services of ADP, one of the largest payroll and tax filing processors

Previous CFO and other high level finance experience with a public company acquired by ADP and was CFO of two privately held corporations

Advisory board member of a private equity fund

Mr. Swift possesses CEO and public corporation board experience, and a strong finance and corporate governance background, including:

Past Chairman, President and CEO of Foster Wheeler Ltd.

Serves on several boards of public corporations, including Ingersoll-Rand Company, PLC, Kaman Corporation, and CVS/Caremark Corporation, and has over 25 years of audit committee experience

Former Chairman of the National Foreign Trade Council and former Chairman of the Financial Accounting Standards Advisory Counsel, which advises FASB on accounting standards

Mr. Van Riper brings to the Board, CFO, public accounting, finance, audit, corporate governance, strategic planning, mergers and acquisitions, risk analysis, and public board experience, including:

Past Senior Vice President and CFO of Sealed Air Corporation

Serves/served on several boards of public companies, including New Brunswick Scientific Co., Inc., DOV Pharmaceutical, Inc., Millenium Chemicals Inc., 3D Systems Corporation, and Globecomm Systems Inc.

Served as a partner of accounting firm KPMG LLP for 26 years, including as lead partner to Fortune 500 and other U.S. and multinational corporations in a variety of areas

CPA for approximately 45 years

Qualifies as an audit committee financial expert

Director Nomination Process

In searching for qualified Director candidates for election to the Board and to fill vacancies on the Board, the Board solicits current Directors for the names of potentially qualified candidates and may ask Directors to pursue their own business contacts for the names of potentially qualified candidates. The Nominating and Corporate Governance Committee may also consult with outside advisors or retain search firms to assist in the search for qualified candidates and will consider suggestions from shareholders for nominees for election as Directors and evaluate such suggested nominees on the same terms as candidates identified by Directors, outside advisors or search firms selected by the Nominating and Corporate Governance Committee. Ms. Good and Mr. Rodriquez were recommended to the Nominating and Corporate Governance Committee by a third party search firm.

Once potential candidates are identified, the Nominating and Corporate Governance Committee reviews the backgrounds of those candidates. Candidate(s) who appear to be suitable based upon their qualifications and the Board s needs are then interviewed by the independent Directors and executive management. Candidates may be asked to submit additional information to the Company, after which the Nominating and Corporate Governance Committee makes its recommendation to the Board. If the Board approves the recommendation, the recommended candidate is nominated for election by the Company s shareholders or the candidate is appointed by the Board to fill a vacancy on the Board.

Any shareholder who intends to propose a candidate to the Nominating and Corporate Governance Committee for nomination as a Director should deliver written notice to the Secretary of the Company with the following information: (a) the nominee s biographical data (including business experience, service on other boards, and academic credentials), (b) all transactions and relationships, if any, between the nominating shareholder or such nominee, on the one hand, and the Company or its management, on the other hand, as well as any relationships or arrangements, if any, between the nominating shareholder and the nominee and any other transactions or relationships of which the Board of Directors should be aware in order to evaluate such nominee s potential independence as a Director, (c) details of whether the nominee or the nominating shareholder is involved in any on-

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going litigation adverse to the Company or is associated with an entity which is engaged in such litigation and (d) whether the nominee or any company for which the nominee serves or has served as an officer or director is, or has been, the subject of any bankruptcy, SEC or criminal proceedings or investigations, any civil proceedings or investigations related to fraud, accounting or financial misconduct, or any other material civil proceedings or investigations. The notice must also contain a written consent confirming the nominee s (a) consent to be nominated and named in the Company s proxy statement and, if elected, to serve as a Director of the Company and (b) agreement to be interviewed by the Nominating and Corporate Governance Committee and submit additional information if requested to do so. Any such notice should be delivered to the Company sufficiently in advance of the Company s annual meeting to permit the Nominating and Corporate Governance Committee to complete its review in a timely fashion.

Shareholder Nominations for Director

The Company s By-Laws contain time limitations, procedures and requirements relating to direct nominations of Directors by shareholders of record. Any such shareholder who intends to bring before an annual meeting of shareholders any nomination for Director must deliver written notice to the Secretary of the Company. This notice must make certain representations, provide specified consents, and set forth specified information with respect to the shareholder and the nominee, including, without limitation, information as would be required under applicable securities law and SEC regulations in a proxy statement used to solicit proxies for the nominee. In general, the notice must be delivered not less than seventy days nor more than ninety days prior to the first anniversary of the preceding year s annual meeting (or, if the date of the 2011 Annual Meeting of Shareholders is more than twenty days before or more than seventy days after May 3, 2011, notice by the shareholder must be so delivered not earlier than ninety days prior to the meeting and not later than seventy days prior to the meeting or the tenth day following the date on which public disclosure of the date of the meeting is first made by the Company). If, however, the number of Directors to be elected at the 2011 Annual Meeting of Shareholders is increased and there is no public announcement by the Company naming all of the nominees for Director or specifying the size of the increased Board of Directors at least eighty days prior to May 3, 2011, notice will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary of the Company not later than the close of business on the tenth day following the day on which such public announcement is first made by the Company. The Company s By-Laws can be viewed on its website at **www.hubbell.com**.

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COMPENSATION DISCUSSION AND ANALYSIS

Overview/Philosophy

The total direct compensation package for the Company s executives is made up of three elements:

- base salary,
- a short-term cash-based incentive program tied to achievements of designated performance objectives, and
- a long-term incentive program in the form of equity-based compensation.

Executives also receive indirect compensation through employee benefit plans, perquisites and severance protection.

Accordingly, the total compensation set forth in the Summary Compensation Table, consists of both variable (annual short-term and long-term incentive award grants valued as if paid currently) as well as non-variable compensation (base salary, benefit plans, and perquisites).

Variable compensation provides Company executives with additional compensation based on both Company and individual performance. The performance goals assigned to variable compensation opportunities are designed to promote the Company s strategic interests, thereby aligning executives financial concerns with those of the Company s shareholders. Variable and non-variable compensation provides Company executives with income that is reflective of competitive benchmarks which enhances the Company s ability to attract and retain key management. The Company has adopted an incentive-pay-for-performance philosophy pursuant to which the greatest portion of an executive s total direct compensation is variable and therefore is linked to performance on both a short-term and long-term basis.

The Role of the Compensation Committee and Compensation Consultant

The Compensation Committee determines the Company s compensation philosophy and approves each element of the Company s executive officers compensation. In determining the amount of total direct compensation for the named executive officers, the Compensation Committee has sought the advice of and reviewed data provided by Exequity, LLP (Exequity), an independent outside compensation consultant. Exequity advises the Compensation Committee with respect to named executive officer compensation. Exequity does not advise the management of the Company, and receives no compensation from the Company for services other than as directed by the Compensation Committee and the Nominating and Corporate Governance Committee (for which Exequity provides guidance with respect to independent Director compensation).

In 2009, the Compensation Committee discussed its compensation philosophy with Exequity, but otherwise did not impose any specific limitations or constraints on, or otherwise direct, the manner in which Exequity performed its advisory services. As advisor to the Compensation Committee, Exequity reviewed the total compensation strategy and pay levels for the Company s named executive officers, examined all aspects of the Company s executive compensation programs to ensure their ongoing support of the Company s business strategy, informed the Compensation Committee of developing legal and regulatory considerations affecting executive compensation and benefit programs, and provided general advice to the Compensation Committee with respect to

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all compensation decisions pertaining to the CEO and to all senior executive compensation recommendations submitted by management.

The Compensation Committee considers recommendations made by the CEO with respect to compensation for executives that report directly to him. However, the Compensation Committee is the sole determiner of all final executive compensation decisions.

Benchmarking

Exequity supplied the Compensation Committee with compensation data for each element of the total direct compensation package (base salary, short-term and long-term incentive awards). The Compensation Committee benchmarked to the median pay levels for specific positions at manufacturing companies represented in the Hewitt Associates Total Compensation DataBase™ which equates to a community of over 200 companies in the U.S. general manufacturing sector. The data relied upon by the Compensation Committee was a statistical summary of the pay practices for the manufacturing companies in that database and was not representative of any individual companies. In fact, the Compensation Committee does not know the names of the companies whose pay practices are reflected in the statistical summary, nor does it receive information with respect to pay practices at any individual company included in the database. Throughout this Compensation Discussion and Analysis (CD&A) references to benchmarking , competitive data or market refer to this statistical summarized data.

The Compensation Committee s decision to benchmark the Company s executive compensation levels to the practices of such general manufacturing companies reflects the fact that the source and the destination of the Company s senior executive talent extend beyond the limited community of electrical manufacturers and includes a wide range of other organizations in the manufacturing sectors outside the Company s traditional competitors for products and services. Benchmarking pay practices to a broad representation of general industry ensures that the Company sets its pay at such levels as will position it to attract and retain qualified senior executives in the face of competing pressures in the Company s relevant labor markets.

The Compensation Committee s review of the data in 2009 showed the Company s total pay structure for its executives to be competitive with 50th percentile practices in that external market, the position to which the Committee aims to manage executive compensation opportunities. The actual base salary, target total cash (base salary plus short-term incentive award targets), and total target compensation (total target cash plus the grant date value of long-term incentive opportunities) for the named executive officers as a group were positioned close to the 50th percentile, as shown in the following table:

	Base Salary	**Target Total Cash**	**Total Compensation**
Target Position	50^{th} percentile	50^{th} percentile	50^{th} percentile
Actual Position	2.1% above	2.0% above	1.7% below

To ensure a comprehensive evaluation of total remuneration, compensation tally sheets totaling 2009 compensation for each named executive officer were prepared for, and reviewed by, the Compensation Committee. These tally sheets identified and valued each component of the named executive officer s compensation, including base salary, short-term and long-term incentive awards, pension benefits, deferred compensation, perquisites, and potential change in control and severance benefits, and provided an aggregate sum for each executive. The Compensation Committee intends to continue the practice of reviewing tally sheets on at least an annual basis to aid it in its administration of the Company s compensation program.

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Base Salary

Base salaries are determined by reference to competitive data and individual levels of responsibility. As noted previously, the Company defines its market competitive position for base salaries as the 50th percentile of the market data. This benchmark represents the Compensation Committee s belief that base compensation, which is not performance-based, should be competitive in order to attract and retain qualified individuals. In December 2009, management requested, and the Committee approved, that the named executive officers receive no base salary adjustment for 2010 in light of the challenging economic environment.

Short-Term Incentive Compensation (Non-Equity)

Like base salaries, annual short-term incentive award expenditures are targeted at 50th percentile levels for similarly-sized companies across general industry. Short-term incentive awards for executives are paid pursuant to the Company s Incentive Compensation Plan and Senior Executive Incentive Compensation Plan (Senior Plan). Individual short-term incentive award target levels for each executive are determined by reference to competitive data provided by Exequity, though the actual amount of short-term incentive awards paid to each executive reflect achievement of Company financial and strategic plan goals which include factors such as free cash flow and earnings per diluted share (EPS). Short-term incentive award target levels (STI Target) are measured as a percentage of base salaries as indicated below:

Name	**STI Target Percentage**	**Base Salary**	**STI Target**
T. H. Powers	100%	$ 930,000	$ 930,000
D. G. Nord	70%	$ 432,600	$ 302,820
S. H. Muse	70%	$ 420,200	$ 294,140
G. N. Amato	70%	$ 390,000	$ 273,000
W. T. Tolley	70%	$ 358,600	$ 251,020

Messrs. Muse, Amato and Tolley participated in the Incentive Compensation Plan in 2009. Messrs. Powers and Nord participated in the Senior Plan, a program that is specifically designed so as to protect for the Company the tax deductibility of short-term incentive awards earned by Messrs. Powers and Nord.

The following sections provide a general description of how the Incentive Compensation Plan and Senior Plan work:

Incentive Compensation Plan Named Executive Officers Other Than The CEO and CFO

The Incentive Compensation Plan is structured to closely resemble the design of executive short-term incentive award plans that are common at other companies in the general manufacturing environment. Maintaining a short-term incentive award plan that typifies those used elsewhere enhances the appeal of the Company s compensation program generally and strengthens the Company s ability to attract and retain high quality executive talent.

The Incentive Compensation Plan authorizes the creation of an incentive compensation pool each year equal in amount to 15% of the excess of the Company s consolidated earnings over 10% of the beginning year invested capital and long-term debt. Actual short-term incentive awards are paid from the authorized pool based on the extent to which the Company achieves Compensation Committee-approved performance goals with respect to essential

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operating measures such as EPS, operating profit, and trade working capital, as well as other strategic objectives as determined in the discretion of the Compensation Committee.

Incentive Compensation Plan participants can earn from 50% to 200% of their STI Target each year, based on performance. However, if performance falls below a pre-established minimally acceptable threshold, then no short-term incentive award is payable. For 2009, given the complexity of establishing performance targets in an increasingly unstable economic environment and to ensure protection of the interests of the shareholders, the Compensation Committee expressly stated that it would utilize the performance measures, weightings and thresholds discussed below as guidelines in its consideration of the payment of short-term incentive awards (STI Guidelines). The Committee would then apply discretion to determine an incentive payout that was representative of Company performance and in the interests of the shareholders.

Corporate Officer Short-Term Incentive Award Guidelines

For 2009, the Compensation Committee identified two measures of performance that it would use as principal considerations in its assessment of performance for purposes of determining short-term incentive awards: EPS and free cash flow (cash flow from operations less capital expenditures). EPS was identified because it was deemed by the Compensation Committee to affect shareholder value most directly and to be an important variable in determining share price. Free cash flow was identified because it is an important determinant in Company performance. For Messrs. Powers and Nord, the following table sets forth the performance results and payout applying the STI Guidelines and also reflects the actual reduced payout granted by the Compensation Committee:

Measures	Relative Weight	Performance Threshold			Performance Result Actual	Weighted
		Minimum:	$2.20 =	50%		
EPS	80%	Target:	$2.75 =	100%	173%	138%
		Maximum:	³ $3.30 =	200%		
		Minimum:	$164M =	50%		
Free cash flow	20%	Target:	$205M =	100%	200%	40%
		Maximum:	$246M =	200%		
					STI Guidelines Payout:	178%
					Actual Payout:	110%

If the minimum levels of EPS of $2.20 and free cash flow of $164 million were not obtained, then no short-term incentive award was to be paid. For EPS and free cash flow between the minimum and maximum, the amount of short-term incentive awards were to be interpolated on a straight-line basis.

For 2009, actual EPS was $3.15 and free cash flow was $368 million. These results surpassed the performance thresholds established by the Compensation Committee as STI Guidelines. However, the Compensation Committee determined to reduce the actual payout to Messrs. Powers and Nord under the Senior Plan from the 178% that would have been achieved under the STI Guidelines, to 110% of target. The Compensation Committee, in making this determination, considered that the minimum, target and maximum performance goals for 2009 were lower than for

2008, as they were set at a time when market conditions were deteriorating. The Compensation Committee also considered the fact that:

- there had been a material increase in the Company s share price year-over-year (as well as over the last 18 months),

- in 2009 the Company generated the third highest earnings level in the Company s history; and

- in 2009 the Company had its highest level of free cash flow.

After balancing these factors, the Compensation Committee determined that although the Company s general performance was very strong, it was below the level that warranted an award calculated strictly in accordance with the STI Guidelines. Rather, the reduced award would appropriately recognize the level of the Company s financial achievements, and would also be fair to management for their excellent results during difficult operating conditions.

Accordingly, the short-term incentive awards earned by Messrs. Powers and Nord as shown in the Summary Compensation Table on page 34 reflect achievement of 110% of target.

Group Vice President Short-Term Incentive Award Guidelines

In addition to EPS and free cash flow measured in the same manner as for Messrs. Powers and Nord described above, the group vice presidents STI Guidelines were comprised of a composite of (i) operating profit and trade working capital objectives specific to the group vice presidents business unit (for Mr. Muse, the lighting business (Lighting), for Mr. Amato, the electrical systems business (Electrical Systems), and for Mr. Tolley, the power systems business (Power)), and (ii) strategic objectives that were identified as being important indicia of success for the group vice president s respective business unit.

The STI Guidelines for Messrs. Muse, Amato and Tolley were as follows:

Measures	Relative Weight	Performance Threshold		
		Minimum:	< 80% =	0%
Operating profit and Trade working capital	70%	Target:	100% =	100%
		Maximum:	³ 120% =	200%
EPS and Free cash flow	15%	See the *Corporate Officer Short-Term Incentive Award Guidelines* discussion above		
Strategic objectives	15%	Compensation Committee discretion based on achievements related to strategic objectives		

Focusing a significant portion of the group vice presidents potential short-term incentive award on operating profit and trade working capital results was deemed by the Compensation Committee to promote decision making that would best increase the value of the business unit with respect to which the officer has direct oversight and control. The operating profit, trade working capital, EPS and free cash flow targets were the only targets material to the consideration of Messrs. Muse s, Amato s and Tolley s annual short-term incentive award. The strategic objectives for Messrs. Muse, Amato and Tolley were selected by the Compensation Committee after identifying

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with management certain objectives that relate to central elements for the strategic plan of each business. However, no single strategic objective was a material consideration in the Committee s determination of an annual short-term incentive award. Some of the strategic objectives were formula driven, others were not, reflecting instead the Compensation Committee s judgment with respect to achievements in improving the Company s safety performance and leveraging the Company s enterprise business system including advancements in standardized reporting and available functionality.

Although the Compensation Committee determined that the general performance for each of the group vice presidents was very strong, it was below the level that warranted an award calculated strictly in accordance with the STI Guidelines. Therefore, the Committee used its discretion to reduce the award amounts to a level that appropriately recognized the Company s financial achievements, and was also fair to management for their excellent results during difficult operating conditions. The following section discusses the performance results and payout of each