HUBBELL INC
Form DEF 14A
March 16, 2011

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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
40 Waterview Drive, Shelton, Connecticut 06484

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 2, 2011

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders of Hubbell Incorporated (the Company) will be held at the principal executive offices of the Company, 40 Waterview Drive, Shelton, Connecticut 06484 on Monday, May 2, 2011 at 9:00 A.M. local time for the purpose of considering and acting upon the following proposals:

1. 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	Neal J. Keating	Carlos A. Rodriguez
Lynn J. Good	Andrew McNally IV	Richard J. Swift
Anthony J. Guzzi	G. Jackson Ratcliffe	Daniel S. Van Riper

2. The ratification of the selection of the independent registered public accounting firm to audit the annual financial statements for the Company for the year 2011.

3. The reapproval of the Company s Senior Executive Incentive Compensation Plan, as amended and restated.

4. The approval, by non-binding vote, of the compensation of our named executive officers as presented in the Company s Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2011.

5. The recommendation, by non-binding vote, of the frequency with which executive compensation will be subject to a shareholder advisory vote.

6. The transaction of such other business as may properly come before the meeting or any continuations, adjournments or postponements thereof.

The Board of Directors has fixed the close of business on March 4, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at such meeting and any continuations, adjournments or postponements thereof. The transfer books will not be closed.

By order of the Board of Directors

Richard W. Davies
Vice President,
General Counsel and Secretary

March 16, 2011

IMPORTANT: It is important that your shares be represented at this meeting. Therefore, please vote electronically using the Internet or use the telephone voting procedures as described on the Notice of Internet Availability of Proxy Materials and on the proxy card, or (if you received printed proxy materials) complete, sign and date the enclosed proxy card and return it as soon as possible in the accompanying envelope.

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HUBBELL INCORPORATED

PROXY STATEMENT
for
ANNUAL MEETING OF SHAREHOLDERS
To be held May 2, 2011

The Board of Directors of Hubbell Incorporated, a Connecticut corporation (the Company), is soliciting your proxy to be voted at its Annual Meeting of Shareholders to be held at the principal executive offices of the Company, 40 Waterview Drive, Shelton, Connecticut 06484, on Monday, May 2, 2011 at 9:00 A.M. local time, or any continuations, adjournments or postponements thereof. Commencing on or about March 16, 2011, copies of this Proxy Statement, the proxy card(s), the Company s Annual Report on Form 10-K for the year ended December 31, 2010 and a Notice of Internet Availability of Proxy Materials will be available to all shareholders.

Pursuant to rules adopted by the Securities and Exchange Commission, or SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, on or about March 16, 2011 we mailed a Notice of Internet Availability of Proxy Materials (a Notice) to our shareholders of record on March 4, 2011, which is our record date. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials.

Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice, which also contains instructions on how to request proxy materials in the printed form by mail or electronically by email on an ongoing basis. We encourage shareholders to take advantage of the availability of proxy materials on the Internet to help reduce the environmental impact of our Annual Meeting.

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.

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	Neal J. Keating	Carlos A. Rodriguez
Lynn J. Good	Andrew McNally IV	Richard J. Swift
Anthony J. Guzzi	G. Jackson Ratcliffe	Daniel S. Van Riper

2. The ratification of the selection of the independent registered public accounting firm to audit the annual financial statements for the Company for the year 2011.

3. The reapproval of the Company s Senior Executive Incentive Compensation Plan, as amended and restated.

4. The approval, by non-binding vote, of the compensation of our named executive officers as presented in this Proxy Statement.

5. The recommendation, by non-binding vote, of the frequency with which executive compensation will be subject to a shareholder advisory vote.

6. The transaction of such other business as may properly come before the meeting or any continuations, adjournments or postponements thereof.

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Unless otherwise directed, the persons named in the 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 the independent registered public accounting firm, (3) the reapproval of the Company s Senior Executive Incentive Compensation Plan, as amended and restated, (4) the approval of the compensation of our named executive officers as presented in this Proxy Statement, and (5) THREE YEARS for the frequency of shareholder advisory votes on the compensation of our named executive officers. All proxies will be voted as specified by our shareholders. The Board of Directors recommends shareholders to vote FOR proposals 1, 2, 3 and 4 and to vote for THREE YEARS for the frequency of shareholder advisory votes with respect to proposal 5.

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 and any continuations, adjournments or postponements thereof, it is the intention of the persons named in the 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.

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 4, 2011. On March 4, 2011, the Company had outstanding 7,167,506 shares of Class A Common Stock, par value $.01 per share, and 53,576,969 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 continuation, adjournment or postponement 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 4, 2011, 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 4, 2011.

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, 40 Waterview Drive, Shelton, Connecticut 06484	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, 40 Waterview Drive, Shelton, Connecticut 06484	1,410,440(2)(3)(4)	19.68
Class A Common Stock	Adage Capital Partners, L.P. Adage Capital Partners GP, LLC Adage Capital Advisors, LLC Phillip Gross Robert Atchinson 200 Clarendon Street 52nd Floor Boston, Massachusetts 02116	582,090(5)	8.12
Class A Common Stock	Mason Capital Management, LLC Kenneth M. Garschina	381,494(6)	5.32

	Michael E. Martino 110 East 59th Street New York, New York 10022		
Class B Common Stock	BlackRock, Inc. 40 East 52nd Street New York, New York 10022	4,020,257(7)	7.50

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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	Artisan Partners Holdings LP Artisan Investment Corporation Artisan Partners Limited Partnership Artisan Investments GP LLC ZFIC, Inc. Artisan Funds, Inc. Andrew A. Ziegler Carlene M. Ziegler 875 East Wisconsin Avenue, Suite 800 Milwaukee, Wisconsin 53202	3,936,851(8)	7.35
Class B Common Stock	Capital World Investors The Income Fund of America, Inc. 333 South Hope Street Los Angeles, California 90071	3,430,000(9)	6.40

(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 SEC on February 6, 2010 by Adage Capital Partners, L.P. (ACP), Adage Capital Partners GP, L.L.C. (ACPGP), a 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. As of the date of this Proxy Statement, the Reporting Persons have not filed an amended Schedule 13G since the amendment filed on February 6, 2010.

(6) The Company has received a copy of Schedule 13G, as amended, as filed with the SEC on February 14, 2011 by Mason Capital Management LLC (Mason Management), and Kenneth M. Garschina and Matthew E. Martino, as managing principals of Mason Management, reporting ownership of these shares as of December 31, 2010. According to the Schedule 13G, Mason Management is the investment manager of Mason Capital L.P., Mason Capital Master

Fund, L.P., and certain other funds and accounts, which directly own the shares. Mason Management has sole voting and dispositive power as to these shares, and Messrs. Garschina and Martino have shared voting and dispositive power as to these shares.

(7) The Company has received a copy of Schedule 13G, as amended, as filed with the SEC on February 4, 2011 by BlackRock, Inc. (BlackRock) reporting ownership of these shares as of December 31, 2010. According to the Schedule 13G, BlackRock has sole voting and dispositive power as to these shares; and the shares were acquired by the following subsidiaries of BlackRock: BlackRock Japan Co. Ltd., BlackRock Advisors (UK) Limited, BlackRock Asset Management Deutschland AG, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Investment Management, LLC and BlackRock International Ltd.

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(8) The Company has received a copy of Schedule 13G, as amended, as filed with the SEC on February 11, 2011 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 shareholder of Artisan Corp., Andrew A. Ziegler, Carlene M. Ziegler, and Artisan Funds, Inc. (Artisan Funds) reporting ownership of these shares as of December 31, 2010. Andrew A. Ziegler and Carlene M. Ziegler are the principal shareholders of ZFIC. According to the Schedule 13G, Artisan Holdings, Artisan Corp., Artisan Partners, Artisan Investments, ZFIC, Andrew A. Ziegler and Carlene M. Ziegler have shared voting power with respect to 3,858,551 of such shares and shared dispositive power with respect to all such shares. The shares reported were acquired on behalf of discretionary clients of Artisan Partners, which holds 3,936,851 shares, including 2,635,900 shares on behalf of Artisan Funds.

(9) The Company has received a copy of Schedule 13G, as amended, as filed with the SEC on February 14, 2011 by Capital World Investors (Capital World) and The Income Fund of America reporting ownership of these shares as of December 31, 2010. According to the 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 3,430,000 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 voting and dispositive power for all such shares.

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The following table sets forth as of March 4, 2011, 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
George W. Edwards, Jr.	Class A Common	1,000	*
	Class B Common	36,409(3)	*
Lynn J. Good	Class B Common	2,750(2)(3)	*
Anthony J. Guzzi	Class B Common	4,900(2)(3)	*
Joel S. Hoffman	Class A Common	3,821(2)	*
	Class B Common	25,117(2)(3)	*
Neal J. Keating	Class B Common	2,000(2)	*
Andrew McNally IV	Class A Common	3,490,891(5)	48.70
	Class B Common	64,113(3)	*
G. Jackson Ratcliffe	Class A Common	3,571,682(5)	49.83
	Class B Common	287,520(3)	*
Carlos A. Rodriguez	Class B Common	2,750(2)(3)	*
Richard J. Swift.	Class B Common	5,300(2)(3)	*
Daniel S. Van Riper	Class A Common	1,000(2)	*
	Class B Common	15,074(2)(3)	*
Timothy H. Powers	Class A Common	106,304(6)	1.48
	Class B Common	862,737(4)(7)(8)	1.61
David G. Nord	Class A Common	106,304(6)	1.48
	Class B Common	147,845(4)(7)	*
Gary N. Amato	Class B Common	71,091(4)	*
Scott H. Muse	Class B Common	153,393(4)	*
William T. Tolley	Class B Common	114,321(4)	*
All Directors and executive officers as a group (19 persons)	Class A Common	3,927,649(2)(5)(6)(9)	54.80
	Class B Common	2,317,177(2)(3)(4)(7)(8)(10)	4.32

* 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 4, 2011 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, as amended and restated (together with the Option Plan, the LTI Plans) (see the table captioned Outstanding Equity Awards at Fiscal Year End on page 33): Mr. Powers 602,206 shares, Mr. Nord 82,504 shares, Mr. Amato 46,281 shares, Mr. Muse 130,850 shares and Mr. Tolley 84,377; and all executive officers as a group 1,250,864 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 43. As of March 4, 2011, the following stock units have been credited under the Deferred Plan for Directors: Ms. Good 772 stock units, Mr. Guzzi 5,586 stock units, Mr. Hoffman 11,380 stock units, Mr. Keating 225 stock units, Mr. Rodriguez 772 stock units, Mr. Swift 4,987 stock units, and Mr. Van Riper 2,505 stock units.

(3) Includes 1,750 shares of Class B Common Stock granted as restricted stock under the 2005 Incentive Award Plan, as amended and restated on May 3, 2010 which are subject to forfeiture if the Director s service

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terminates (other than by reason of death) prior to the date of the regularly scheduled 2011 Annual Meeting of Shareholders.

(4) Includes the following shares of Class B Common Stock granted as restricted stock under the 2005 Incentive Award Plan, as amended and restated, which are subject to vesting and forfeiture in equal annual installments over a period of three years: Mr. Powers 22,840, Mr. Nord 6,320, Mr. Amato 5,164, Mr. Muse 4,614 and Mr. Tolley 4,196; and all executive officers as a group 48,801 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.

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 nine 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 Mr. Keating who was appointed to the Board of Directors in September 2010. Mr. Keating was recommended to the Board by a non-management director. Messrs. Edwards and Hoffman are retiring as Directors of the Company in accordance with the Company s Corporate Governance Guidelines (the Guidelines) after serving the Company s shareholders in that capacity since 1990 and 1989, respectively, and therefore are not standing for re-election. Directors are elected by plurality vote. Votes withheld, abstentions and broker non-votes will not affect the election of Directors.

Name	Age(1)	Principal Occupation	Year First Became a Director
Timothy H. Powers	62	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	74	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 and Praxair, Inc., 1992-2008.	1980

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Name	Age(1)	Principal Occupation	Year First Became a Director
Lynn J. Good	51	Group Executive and Chief Financial Officer of Duke Energy Corporation (Duke) (electric power transmission and distribution), since July 2009; Group Executive and President of Duke s Commercial Businesses, 2007-2009; Treasurer, 2006-2007. Executive Vice President and CFO, Cinergy Corp., acquired by Duke, 2005-2006.	2009
Anthony J. Guzzi	47	President and Chief Executive Officer of EMCOR Group, Inc. (mechanical, electrical construction and facilities services) since January 2011; President and Chief Operating Officer, 2004-2010. 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
Neal J. Keating	55	Chairman of the Board, President and Chief Executive Officer of Kaman Corporation (aerospace and industrial distribution), since 2008; President and Chief Operating Officer, 2007-2008. Chief Operating Officer, Hughes Supply (a wholesale distributor acquired by Home Depot), 2004-2007. Director of Kaman Corporation since 2007.	2010
Andrew McNally IV	71	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	46	President, National Account Services & Employer Services International, Automatic Data Processing, Inc. (ADP) (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	66	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	2003

		1994.	
Daniel S. Van Riper	70	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 2004, DOV Pharmaceutical, Inc., 2002-2008, and New Brunswick Scientific Co., Inc., 2001-2007.	2003

(1) As of March 4, 2011.

During the five years ended December 31, 2010, each of the Directors, other than Messrs. Guzzi, Keating, 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. Guzzi, Keating, McNally and Rodriguez, 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 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 nine times during the year ended December 31, 2010. During 2010, 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 3, 2010 Annual Meeting of Shareholders, except for Mr. Keating who was appointed to the Board in September 2010.

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. Edwards, Swift and Van Riper serve as directors of other companies with which the Company engages in ordinary course business transactions; Ms. Good and Mr. Rodriguez are officers of other companies with which the Company engages in ordinary course business transactions; and Messrs. Guzzi and Keating serve as both directors and executive officers of other companies with which the Company engages in ordinary course 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 as a trustee of a significant shareholder, 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.

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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. George W. Edwards, Jr., Ms. Lynn J. Good, Mr. Anthony J. Guzzi, Mr. Joel S. Hoffman, Mr. Neal J. Keating, 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 2011 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 2011 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.

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. Currently, Mr. Edwards is the Lead Director, and he is expected to hold this position through the Company s 2011 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.

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Board Oversight of Risk

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