

HUBBELL INC
Form DEFA14A
March 24, 2005

**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

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
- 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):

- No fee required.
- 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.

- 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.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:



PROXY

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
HUBBELL INCORPORATED**

**For Annual Meeting of Shareholders, May 2, 2005
(For Shares of Class A Common Stock)**

The undersigned hereby appoints each of TIMOTHY H. POWERS and RICHARD W. DAVIES as proxies of the undersigned, with full power of substitution, to vote the shares of the undersigned in Hubbell Incorporated at the annual meeting of its shareholders and at any adjournment thereof upon the matters set forth in the notice of meeting and proxy statement for the 2005 annual meeting of shareholders and upon all other matters properly coming before said meeting or any adjournment thereof. **This proxy will be voted FOR the election of the directors and FOR Proposals 2 and 3, unless a contrary specification is made, in which case it will be voted in accordance with such specification**

(Continued and to be signed on the other side.)

Address Change/Comments (Mark the corresponding box on the reverse side)

5 Detach here from proxy voting card. 5

YOUR VOTE IS IMPORTANT!

You can vote in one of three ways:

1. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

or

2. Call TOLL FREE 1-866-540-5760 on a Touch Tone telephone and follow the instructions on the reverse side.
There is NO CHARGE to you for this call.

or

3. Vote by Internet at our Internet Address: <http://www.proxyvoting.com/hub>

PLEASE VOTE

You can access, view and download this year's Annual Report and Proxy Statement on the Hubbell Incorporated Investor Relations website at [http://www.hubbell.com/ FinancialReports](http://www.hubbell.com/FinancialReports) or <http://www.proxyvoting.com/hub>.

FOR SHARES OF CLASS A COMMON STOCK

Mark Here
for
Address
Change or
Comments
**PLEASE SEE
REVERSE SIDE**

FOR all nominees listed
below, (except as marked to
the contrary below).

WITHHOLD AUTHORITY
to vote for all nominees
listed below.

**PROPOSAL 1-
ELECTION OF DIRECTORS:**

- | | |
|-----------------|-----------------|
| 01 G. RATCLIFFE | 06 D.MEYER |
| 02 E.BROOKS | 07 T.POWERS |
| 03 G.EDWARDS | 08 D. VAN RIPER |
| 04 J.HOFFMAN | 09 R. SWIFT |
| 05 A.MCNALLY IV | |

(INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee's name in the space provided below.)

	FOR	AGAINST	ABSTAIN
Proposal 2 Ratification of the selection of PricewaterhouseCoopers LLP as independent registered public accountants for the year 2005.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	FOR	AGAINST	ABSTAIN
Proposal 3 Approval of the company's 2005 Incentive Award Plan.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

The Board of Directors recommends that you vote FOR the election of all the nominees in Proposal 1, and FOR Proposals 2 and 3.

Consenting to receive all future annual meeting materials and shareholder communications electronically is simple and fast! Enroll today at www.melloninvestor.com/ISD for secure online access to your proxy materials,

statements, tax documents and other
important shareholder correspondence.

Signature

Signature

Dated:

NOTE: Please sign exactly as your name or names appear hereon. Persons signing in a representative capacity should indicate their capacity.

5 Detach here from proxy voting card 5

Vote by Internet or Telephone or Mail

24 Hours a Day, 7 Days a Week

**Telephone and Internet voting is available through 11:59 PM EST
the day prior to annual meeting day.**

**Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner
as if you marked, signed and returned your proxy card.**

Internet

<http://www.eproxy.com/edmc>

Use the Internet to vote your
proxy. Have your proxy card in
hand when you access the web
site.

OR

Telephone

1-800-540-5760

Use any touch-tone
telephone to vote your
proxy. Have your proxy
card in hand when you call.

OR

Mail

Mark, sign and date
your proxy card
and
return it in the
enclosed postage-paid
envelope.

**If you submit your proxy by Internet or by telephone,
you do NOT need to mail back your proxy card.**



PROXY

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
HUBBELL INCORPORATED**

**For Annual Meeting of Shareholders, May 2, 2005
(For Shares of Class B Common Stock)**

The undersigned hereby appoints each of TIMOTHY H. POWERS and RICHARD W. DAVIES as proxies of the undersigned, with full power of substitution, to vote the shares of the undersigned in Hubbell Incorporated at the annual meeting of its shareholders and at any adjournment thereof upon the matters set forth in the notice of meeting and proxy statement for the 2005 annual meeting of shareholders and upon all other matters properly coming before said meeting or any adjournment thereof. **This proxy will be voted FOR the election of the directors and FOR Proposals 2 and 3, unless a contrary specification is made, in which case it will be voted in accordance with such specification**

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FOR SHARES OF CLASS B COMMON STOCK

Mark Here
for
Address
Change or
Comments
**PLEASE SEE
REVERSE SIDE**

FOR all nominees listed
below, (except as marked to
the contrary below).

WITHHOLD AUTHORITY
to vote for all nominees
listed below.

**PROPOSAL 1-
ELECTION OF DIRECTORS:**

- | | |
|-----------------|-----------------|
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Signature

Signature

Dated:

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1-800-540-5760

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

Mail

Mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

OR

OR

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