

HUBBELL INC
Form 8-K
June 05, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 3, 2009

Hubbell Incorporated

(Exact name of registrant as specified in its charter)

Connecticut

1-2958

06-0397030

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

584 Derby Milford Road, Orange, Connecticut

06477

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

203 799 4100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 3, 2009, the Board of Directors of Hubbell Incorporated (the "Company") elected Lynn J. Good, 50, and Carlos A. Rodriguez, 44, as Directors of the Company. Ms. Good was appointed to serve on the Company's Audit Committee, and Mr. Rodriguez was appointed to serve on the Company's Finance Committee.

Ms. Good is Group Executive and President of Duke Energy Corporation's Commercial Business in Charlotte, North Carolina. Previously, she was Chief Financial Officer at Cinergy Corporation and had been a partner at the auditing firms of Deloitte & Touche LLP and Arthur Anderson LLP. Ms. Good graduated with a B.S. in Accountancy and Systems Analysis from Miami University of Ohio.

Mr. Rodriguez is the Division President for Small Business Services and the Professional Employer Organization at Automatic Data Processing, Inc. in Roseland, New Jersey. Mr. Rodriguez graduated from Harvard College with a B.A. in Government and earned an MBA at the Harvard Business School.

Ms. Good and Mr. Rodriguez will receive compensation consistent with the other non-management directors of the Company as disclosed in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 16, 2009, pro-rated based upon the effective date of their election. Such compensation includes: (1) an annual retainer of \$60,000; (2) \$2,000 for each Board and Board Committee meeting attended; and (3) a restricted share grant of 750 shares of Class B common stock after each annual meeting of shareholders, which will vest at the next year's annual meeting of shareholders provided that the director is still serving as a director at the time of the meeting. Ms. Good and Mr. Rodriguez are also eligible to defer receipt of such fees pursuant to a deferred compensation agreement providing for payment of the fees in stock units (each stock unit consisting of one share each of the Company's Class A common stock and Class B common stock) or credited with interest at the prime rate as in effect at the Company's principal commercial bank on the date immediately following the quarterly directors' meeting, subject to certain terms and conditions of the Company's Deferred Compensation Plan for Directors under which the fees are deferred. Dividend equivalents are paid on the stock units and are converted into additional stock units. Distributions are made in either a lump sum or in installment payments, at the Director's election.

Item 9.01 Financial Statements and Exhibits.

A copy of the Company's press release announcing the election of Ms. Good and Mr. Rodriguez to the Board of Directors is attached as Exhibit 99.1 and is incorporated herein by reference.

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS — Certain of the statements contained in this report and the exhibit attached hereto, including, without limitation, statements as to management's good faith expectations and belief are forward-looking statements. Forward-looking statements are made based upon management's expectations and belief concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hubbell Incorporated

June 4, 2009

By: /s/ Richard W. Davies

Name: Richard W. Davies

Title: Vice President, General Counsel and Secretary

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<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release announcing the election of Ms. Good and Mr. Rodriguez to the Board of Directors