

NORTHEAST UTILITIES

Form 4

March 21, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAY THOMAS J

(Last) (First) (Middle)

**C/O NORTHEAST
UTILITIES, ONE FEDERAL
STREET, BUILDING 111-4**

(Street)

SPRINGFIELD, MA 01105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NORTHEAST UTILITIES [NU]

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

03/19/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, CEO & Trustee

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$5.00 par value	03/19/2013		M	262,400	A \$ 21.14	556,686 ⁽¹⁾	D
Common Shares, \$5.00 par value	03/19/2013		S	76,386	D \$ 42.3236 ⁽²⁾	480,300 ⁽¹⁾	D
Common Shares, \$5.00 par	03/20/2013		S	186,014	D \$ 42.7263 ⁽³⁾	294,286 ⁽¹⁾	D

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value

Common
Shares,
\$5.00 par
value

62,364 ⁽⁴⁾

I

401k
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 21.14	03/19/2013		M	262,400	04/27/2009 04/27/2016	Common Shares, \$5.00 par value 262,4
Phantom Shares	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Shares, 826,1 \$5.00 par ⁽⁵⁾ value

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAY THOMAS J
C/O NORTHEAST UTILITIES
ONE FEDERAL STREET, BUILDING 111-4
SPRINGFIELD, MA 01105

President, CEO & Trustee

Signatures

/s/ Richard J Morrison, attorney-in-fact for
Mr. May

03/21/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes shares and restricted share units.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.23 to

(2) \$42.47, inclusive. The reporting person undertakes to provide Northeast Utilities, any security holder of Northeast Utilities, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.63 to

(3) \$42.96, inclusive. The reporting person undertakes to provide Northeast Utilities, any security holder of Northeast Utilities, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) Shares held in trust under the NSTAR 401k Plan, a qualified plan, according to information supplied by the plan's record keeper.

Phantom shares held in the NSTAR Deferred Compensation Plan. Each phantom share represents the right to receive one common share

(5) upon distribution, following vesting. The reporting person is eligible to receive dividend equivalents on outstanding phantom shares, exempt from the line item reporting under SEC Rule 16a-11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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