

Carmody Christine M
 Form 4
 April 10, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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 *
 Carmody Christine M

(Last) (First) (Middle)

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)
 04/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Shares | 04/10/2012 | | A | | 8,954 | A | (1) 8,954 | D |
| Common Shares | 04/10/2012 | | A | | 10,232 | A | (2) 19,186 | D |
| Common Shares | 04/10/2012 | | A | | 5,488 | A | (3) 5,488 | I By 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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 or Number of Shares |
| Phantom Shares | (4) | 04/10/2012 | | A | 49,381 | (4) (4) | Common Shares 49,381 |
| Employee Stock Option | \$ 28.12 | 04/10/2012 | | A | 9,840 | 05/03/2010 05/03/2017 | Common Shares 9,840 |
| Employee Stock Option | \$ 24.74 | 04/10/2012 | | A | 6,560 | 01/24/2011 01/24/2018 | Common Shares 6,560 |
| Employee Stock Option | \$ 25.93 | 04/10/2012 | | A | 18,368 | 01/22/2012 01/22/2019 | Common Shares 18,368 |
| Employee Stock Option | \$ 26.9 | 04/10/2012 | | A | 15,744 | 01/28/2013 01/28/2020 | Common Shares 15,744 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carmody Christine M
ONE FEDERAL STREET, BUILDING 111-4
SPRINGFIELD, MA 01105

SVP - Human Resources

Signatures

/s/ Richard J. Morrison - Attorney in Fact for Christine M. Carmody

04/10/2012

**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).

Restricted share units, received in exchange for 6,825 deferred share units of NSTAR in connection with the merger of NSTAR into

(1) Northeast Utilities (the "Merger"). On the date prior to the effective time of the Merger, the closing price of NSTAR's common shares was \$47.65 per share, and the closing price of NU's common shares was \$36.79 per share.

(2) Received in exchange for 7,799 common shares of NSTAR pursuant to the Merger.

(3) Received in exchange for 4,183 common shares of NSTAR in connection with the Merger.

(4) Received in exchange for 37,638 phantom shares of NSTAR (deferred compensation obligation). Each phantom share is payable in one common share.

(5) Received in the Merger in exchange for an employee stock option to acquire 7,500 shares of NSTAR for \$36.89 per share.

(6) Received in the Merger in exchange for an employee stock option to acquire 5,000 shares of NSTAR for \$32.45 per share.

(7) Received in the Merger in exchange for an employee stock option to acquire 14,000 shares of NSTAR for \$34.02 per share.

(8) Received in the Merger in exchange for an employee stock option to acquire 12,000 shares of NSTAR for \$35.28 per share.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.