BUTH JAY S. Form 4 April 12, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUTH JAY S.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NORTHEAST UTILITIES [NU]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner

C/O NORTHEAST UTILITIES, 56

(Street)

(State)

(Month/Day/Year) 04/10/2012

X_ Officer (give title Other (specify below) below)

VP, Controller, Chief Acct Off

6. Individual or Joint/Group Filing(Check

PROSPECT STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Zip)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

I

Person

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

HARTFORD, CT 06103

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common

\$5.00 par value

Shares.

(City)

04/10/2012

Code V Amount (D) Transaction(s) (Instr. 3 and 4)

11.343 \$0 17,108 ⁽²⁾ (1)

(A)

Price

Common Shares,

\$5.00 par value

418 (3)

401k Plan

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 **SEC 1474** (9-02)

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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. Transact Code (Instr. 8)	5. 6. Date Exercisable and onNumber Expiration Date (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	143 (4)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTH JAY S. C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103

VP, Controller, Chief Acct Off

Signatures

Jay S. Buth 04/12/2012

**Signature of 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).

This acquisition includes awards of shares of Northeast Utilities ("Issuer") common stock and/or restricted stock units made by the Issuer upon the consummation of the Issuer's merger with NSTAR, including pursuant to or in substitution for previously awarded

- (1) performance-based awards, as further described in Item 11 of the Annual Report on Form 10-K filed by the Issuer on February 24, 2012 under the caption "Executive Compensation-- Long-Term Incentive Programs". Such restricted stock units may be settled only in shares of Issuer common stock and are generally subject to continuing-service vesting conditions.
- (2) Includes restricted share units and dividend equivalents thereon.

Reporting Owners 2

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- (3) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the plan's record keeper.
- Matching contributions on reporting person's deferred compensation under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as common shares. Each phantom share represents the right to receive cash value of one NU common share upon a distribution event, following vesting. Additional phantom shares are issued upon automatic reinvestment of dividend-equivalents exempt from 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. 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.