

NORTHEAST UTILITIES
 Form 4
 February 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
 McHale David R

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, 56
 PROSPECT STREET

(Street)

HARTFORD, CT 06103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NORTHEAST UTILITIES [NU]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2014

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)

EVP and Chief Admin Off

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)
Common Shares, \$5.00 par value				(A) or (D)	165,697 ⁽¹⁾	D	
Common Shares, \$5.00 par value				(A) or (D)	6,967 ⁽²⁾	I	By 401(k) Plan Trustee

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. 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)	8. Price of Derivative Security (Instr. 5)
Phantom Shares	(3)	01/31/2014	(3)	A	224 (4)	(3) (3)	Common Shares, \$5.00 par value	224 (4) \$ 42.13 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McHale David R C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103			EVP and Chief Admin Off	

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Mchale
Date: 02/04/2014

**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 restricted share units and dividend equivalents thereon.
- (2) 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.
- (3) Reporting Person's deferred compensation under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive the cash value of one NU common share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from line item reporting under SEC Rule 16a-11.

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- Matching contributions on Reporting Person's deferred compensation contributions under the Northeast Utilities Deferred Compensation
- (4) 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.

- The price in Column 8 is a weighted average price. These matching shares were determined at prices per share ranging from \$40.26 to \$44.37, inclusive. The Reporting Person undertakes to provide to 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 determined at each price within the range.
- (5)

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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