Olivier Leon J Form 4 August 30, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Olivier Leon J

2. Issuer Name and Ticker or Trading

Symbol

EVERSOURCE ENERGY [ES]

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

C/O EVERSOURCE ENERGY, 107 SELDEN STREET

(First)

(Middle)

08/28/2018

X_ Officer (give title Other (specify below) below) EVP- Energy Strategy/Bus. Dev.

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Applicable Line)

Director

Issuer

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

BERLIN, CT 06037

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common \$ Shares. 08/28/2018 S 42,638 D 62.03 86,109 (2) D \$5.00 par (1) value Common \$ Shares, 08/29/2018 S 7,362 D 62.01 $78,747 \frac{(2)}{}$ D \$5.00 par (3) value Common By 401(k) Shares, $4,602^{(4)}$ I Plan \$5.00 par Trustee value

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	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>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Shares, \$5.00 par value	4,204 (5)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Olivier Leon J C/O EVERSOURCE ENERGY 107 SELDEN STREET BERLIN, CT 06037

EVP- Energy Strategy/Bus. Dev.

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr.
Olivier 08/30/2018

**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) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to \$62.195 per share, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

Reporting Owners 2

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separate price within the range set forth above.

- (2) Includes restricted share units and dividend equivalents thereon.
 - The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to \$62.050 per share, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy,
- 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 Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.
- Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, a non-qualified deferred compensation
- plan, that is nominally invested as common shares. Each phantom share represents the right to receive one Eversource Energy 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.

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.