NORTHEAST UTILITIES

Form 4 March 07, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

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

obligations may continue. See Instruction

(Middle)

1(b).

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**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

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Number:

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response...

(Last) (First) NORTHEAST UTILITIES [NU]

(Check all applicable)

C/O NORTHEAST

(Street)

(Month/Day/Year) 03/05/2013

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

President and CEO / Trustee

UTILITIES, ONE FEDERAL STREET, BUIDLING 111-4

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SPRINGFIELD, MA 01105

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y 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. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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	12/20/2012		G	100,000 (1)	D D	\$ 0	294,286 <u>(2)</u>	D	
Common Shares, \$5.00 par value	12/20/2012		G	100,000	A	\$ 0	100,000	I	By family trust
Common Shares, \$5.00 par	03/05/2013		S	100,000	D	\$ 42.1171 (3)	0	I	By family trust

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value

Common

Shares, \$5.00 par\$ 62,325 I $\frac{401\text{k}}{\text{Plan}\frac{(4)}{2}}$

value

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. Transac Code (Instr. 8	etion (8)	5. Number of 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>(5)</u>						<u>(5)</u>	<u>(5)</u>	Common Shares, \$5.00 par value	826,182 (5)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
MAY THOMAS J							
C/O NORTHEAST UTILITIES			President	Trustee			
ONE FEDERAL STREET, BUIDLING 111-4			and CEO	Trustee			
SPRINGFIELD, MA 01105							

Signatures

Gregory B. Butler, attorney-in-fact for

Mr. May 03/07/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- Represents common shares held by a limited liability company (the "LLC"), of which the reporting person was a member. On December 20, 2012, the reporting person transferred membership interests of the LLC to his spouse and a family trust, of which the reporting
- person's spouse is a trustee for the benefit of certain members of the reporting person's family. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (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 \$42.42 to
- (3) \$42.71, inclusive. The reporting person undertakes to provide Northeast Utilities, any security holder of Northeast Utilities, or the staff of the Securities 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 the outstanding phantom shares, 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.