

NORTHEAST UTILITIES  
Form 4  
March 07, 2013

**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 \*  
MAY THOMAS J

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUIDLING 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)  
03/05/2013

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)  
President and CEO / Trustee

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$5.00 par value	12/20/2012		G		100,000 <sup>(1)</sup>	D	\$ 0
							294,286 <sup>(2)</sup>
Common Shares, \$5.00 par value	12/20/2012		G		100,000 <sup>(1)</sup>	A	\$ 0
							100,000
Common Shares, \$5.00 par value	03/05/2013		S		100,000	D	\$ 0
							42.1171 <sup>(3)</sup>

value

Common Shares, \$5.00 par value

62,325 I 401k Plan <sup>(4)</sup>

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 number.** 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. 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	<sup>(5)</sup>					<sup>(5)</sup>	<sup>(5)</sup>	Common Shares, \$5.00 par value	826,182 <sup>(5)</sup>

## Reporting Owners

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

## Signatures

Gregory B. Butler, attorney-in-fact for Mr. May

03/07/2013

\_\_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) 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.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.42 to \$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.

(5) Phantom shares held in the NSTAR Deferred Compensation Plan. Each phantom share represents the right to receive one common share 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.