

SHIVERY CHARLES W

Form 4

February 04, 2013

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.
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIVERY CHARLES W

(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)

01/31/2013

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 ____X____ Other (specify
below) below)

Non-Exec Chmn of Bd; Trustee

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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	02/01/2013		X	55 ⁽¹⁾ A <u>11</u>	635,544 ⁽²⁾	D	
Common Shares, \$5.00 par value	02/01/2013		D	55 ⁽³⁾ D \$ 41.18	635,489 ⁽²⁾	D	
Common Shares, \$5.00 par value					2,381 ⁽⁴⁾	I	By 401(k) Plan Trustee

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	<u>(5)</u>	01/31/2013	<u>(5)</u>	A	<u>55</u> <u>(1)</u>	<u>(5)</u>	<u>(5)</u>	Common Shares, \$5.00 par value	55 <u>(1)</u>	\$ 36.465 <u>(6)</u>
Phantom Shares	<u>(5)</u>	02/01/2013	<u>(5)</u>	X	<u>55</u> <u>(1)</u>	<u>(5)</u>	<u>(5)</u>	Common Shares, \$5.00 par value	55 <u>(1)</u>	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIVERY CHARLES W C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103				Non-Exec Chmn of Bd; Trustee

Signatures

Charles W.
Shivery 02/04/2013

**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).

Matching contributions on Reporting Person's 2012 deferred compensation contributions under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan (the "Plan"), that are nominally invested as common

(1) shares. Each phantom share represents the right to receive cash value of one Northeast Utilities 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.

(2) Includes restricted share units and dividend equivalents thereon. The Reporting Person holds 1,500 of these shares jointly with his spouse.

Distribution from the Plan in respect of matching contributions on Reporting Person's 2012 deferred compensation, on February 1, 2013.

(3) Previously, on October 11, 2012, in connection with his retirement from employee service with Northeast Utilities, the Reporting Person became entitled to a distribution of his entire account in the Plan.

(4) 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.

Reporting Person's deferred compensation under the Plan, that is nominally invested as common shares. Each phantom share represents

(5) 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.

The price in Column 8 is a weighted average price. These matching shares were determined at prices per share ranging from \$35.92 to

(6) \$36.89, 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.

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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