

CLEVELAND COTTON M
Form 4
January 05, 2011

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 *
CLEVELAND COTTON M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Trustee

(Street)
SPRINGFIELD, MA 01105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | Code | V Amount or (D) Price | | | |
| Common Shares, \$5.00 par value | 01/03/2011 | | A | | 3,000 ⁽¹⁾ | A \$ 0 38,949 ⁽²⁾ | D | |
| Common Shares, \$5.00 par value | 01/03/2011 | | M | | 2,500 | A \$ 21.03 41,449 ⁽²⁾ | D | |
| Common Shares, \$5.00 par | 01/03/2011 | | S | | 2,500 | D \$ 32.05 38,949 ⁽²⁾ | D | |

value

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.

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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 (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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 21.03 | 01/03/2011 | | M | 2,500 | 02/27/2002 ⁽³⁾ 02/27/2011 | Common Shares, \$5.00 par value | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|---------|
| | Director | 10% Owner | Officer | Other |
| CLEVELAND COTTON M C/O NORTHEAST UTILITIES ONE FEDERAL STREET, BUILDING 111-4 SPRINGFIELD, MA 01105 | | | | Trustee |

Signatures

Cotton M. Cleveland, By: O. Kay
Comendul/POA
Date: 01/05/2011

**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)

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Restricted share units, subject to full vesting on January 10, 2012, or pursuant to 2007 standing resolution, earlier vesting on termination not for cause providing for (i) full vesting on separation from the Board of Trustees at or after age 65, and (ii) for Trustees separating before age 65, prorated vesting for time worked in each month prior to January 10, 2012.

- (2) Ms. Cleveland's total includes restricted share units receipt of which has been deferred, and dividend equivalents thereon. Ms. Cleveland beneficially owns 2,500 vested options to purchase Common Shares, the ownership of which was previously reported on Form 4.

- The options exercised to purchase 2,500 Common Shares were granted on February 27, 2001 that vested 50% on that date and 50% on February 27, 2002. The options exercised and the sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Ms. Cleveland.
- (3)

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.