

SHIVERY CHARLES W
Form 4
February 10, 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 *
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)
02/08/2011

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) ___X___ Other (specify below)
Chrmn of Bd, President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares, \$5.00 par value | 02/08/2011 | | A | (A) 24,526 (1) | A \$ 0 479,792 (2) | D | |
| Common Shares, \$5.00 par value | 02/08/2011 | | A | (A) 76,406 (3) | A \$ 0 556,198 (2) | D | |
| Common Shares, \$5.00 par value | | | | | 1,997 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Shares | (5) | | | | | (5) (5) | Common Shares, \$5.00 par value | 8,647 (5) |

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 | | | Chrmn of Bd, President & CEO | Trustee |

Signatures

Charles W. Shivery 02/09/2011

**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) Grant of restricted share units which vest in equal portions on February 25, 2012, 2013, 2014, distribution of which is delayed until after retirement. Restricted share units are distributable in Northeast Utilities Common Shares on a one-for-one basis.

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- Includes restricted share units and dividend equivalents thereon. In addition, the reporting person holds 29,024 options to purchase
- (2) Common Shares, previously reported on Form 4. Of the total shares owned, the reporting person holds 1,500 of these shares jointly with his spouse.

Restricted share units that vest 18 months after closing of the merger with NSTAR, subject to forfeiture if: (i) the merger does not close, or (ii) Mr. Shivery does not complete 18 months of service as a non-executive Chairman of the NU Board of Trustees after the closing of the merger. Restricted share units are distributable in NU Common Shares on a one-for-one basis.
 - (4) Shares held in trust under the Northeast Utilities Service Company 401K Plan, a qualified plan, as of February 8, 2011, according to information supplied by the plan's recordkeeper.

The reporting person holds phantom shares of NU Common under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan (the DCP), made as matching contributions under the DCP. Each phantom share represents the right to receive the cash value of one share of NU Common 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.
 - (5)

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.