

SHIVERY CHARLES W

Form 4

October 12, 2012

**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

OMB  
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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)

10/10/2012

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Shares,<br>\$5.00 par<br>value | 10/10/2012                              |                                                             | F                                    | 8,238<br>(1)                                                            | D \$<br>39.43                                                                                                      | 772,607 (2)                                                          | D                                       |
| Common<br>Shares,<br>\$5.00 par<br>value | 10/11/2012                              |                                                             | X                                    | 9,888<br>(3)                                                            | A (4)                                                                                                              | 782,495 (2)                                                          | D                                       |
| Common<br>Shares,<br>\$5.00 par<br>value | 10/11/2012                              |                                                             | D                                    | 9,888<br>(3)                                                            | D \$<br>39.04                                                                                                      | 772,607 (2)                                                          | D                                       |

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|                                          |                      |   |                              |
|------------------------------------------|----------------------|---|------------------------------|
| Common<br>Shares,<br>\$5.00 par<br>value | 2,360 <sup>(5)</sup> | I | By 401(k)<br>Plan<br>Trustee |
|------------------------------------------|----------------------|---|------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                     |
| Phantom<br>Shares                                   | (4)                                                                | 10/11/2012                              | (4)                                                         | X                                    | 9,888<br>(3)                                                                                                    | (4)                                                            | (4)                | Common<br>Shares,<br>\$5.00 par<br>value                            | 9,888                                  | (4)                                                 |

## Reporting Owners

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

## Signatures

|                                                              |            |
|--------------------------------------------------------------|------------|
| /s/ O. Kay Comendul, authorized signatory for Mr.<br>Shivery | 10/12/2012 |
|--------------------------------------------------------------|------------|

                     \*\*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) Reduction of restricted share units to satisfy tax withholding obligations.

(2) Includes restricted share units and dividend equivalents thereon. Of the total shares owned, the reporting person holds 1,500 of these shares with his spouse.

Each phantom share was the economic equivalent of one common share of the Issuer. On October 11, 2012, due to his retirement from employee service with the Issuer, Mr. Shivery became entitled to a distribution of his entire account in the Issuer's Deferred Compensation Plan for Executives (a non-qualified plan), including the phantom shares.

(3) Matching contributions on reporting person's deferred compensation contributions under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as common shares. Each phantom share represents the right to receive 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 the line item reporting under SEC Rule 16a-11.

(4) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the plan's recordkeeper.

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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