

NORTHEAST UTILITIES
Form 4
January 23, 2014

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 *
MAY THOMAS J

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 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)
01/21/2014

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, 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 | 01/21/2014 | | M | | 244,032 | A | \$ 28.12 |
| | | | | | 540,150 ⁽¹⁾ | D | |
| Common Shares, \$5.00 par value | 01/21/2014 | | M | | 196,800 | A | \$ 24.74 |
| | | | | | 736,950 ⁽¹⁾ | D | |
| Common Shares, \$5.00 par | 01/21/2014 | | S ⁽²⁾ | | 440,832 | D | \$ 43.0358 ⁽³⁾ |
| | | | | | 296,118 ⁽¹⁾ | D | |

value

Common
Shares,
\$5.00 par
value

63,379 ⁽⁴⁾ I

401k
Plan

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 28.12 | 01/21/2014 | | M | 244,032 | 05/03/2010 | 05/03/2017 | Common Shares, \$5.00 par value | 244,032 |
| Employee Stock Option (Right to Buy) | \$ 24.74 | 01/21/2014 | | M | 196,800 | 01/24/2011 | 01/24/2018 | Common Shares, \$5.00 par value | 196,800 |
| Phantom Shares | ⁽⁵⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Shares, \$5.00 par value | 859,500 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAY THOMAS J C/O NORTHEAST UTILITIES ONE FEDERAL STREET, BUILDING 111-4 | | | President, CEO & Trustee | |

SPRINGFIELD, MA 01105

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for
Mr. May

01/23/2014

__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) Includes restricted share units and dividend equivalents thereon.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2013.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.10, inclusive. The reporting person undertakes to provide Northeast Utilities, any security holder of Northeast Utilities, or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares sold within the range set forth above.

(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.

(5) Reporting Person's deferred compensation under the NSTAR Deferred Compensation Plan, which was merged into the NU Deferred Compensation Plan effective January 1, 2014, which deferred compensation is nominally invested as common shares. Each phantom share represents the right to receive 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.

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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