

GRISE CHERYL W
 Form 4
 February 04, 2003

OMB APPROVAL

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4

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

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| | | | | | | | |
|---|--|---|--|---|---|--|---|
| 1. Name and Address of Reporting Person* Grisé Cheryl W. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol NORTHEAST UTILITIES (NU) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President - Utility Group and Director and Officer of certain subsidiaries | | |
| c/o Northeast Utilities 107 Selden Street (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 1/31/2003 | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person (City) (State) (Zip) | | |
| Berlin, CT 06037 | | | | 5. If Amendment, Date of Original (Month/Day/Year) | 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) Code |

| | | | | | | |
|--|--|--|--|--|--|------------------------------|
| | | | | | | V |
| | | | | | | Amount |
| | | | | | | (A) or (D) |
| | | | | | | Price |
| | | | | | | Common Shares, \$5 par value |
| | | | | | | |
| | | | | | | |
| | | | | | | 3,080 shs See Note 1 |
| | | | | | | I |
| | | | | | | By 401k Trustee |
| | | | | | | Common Shares, \$5 par value |
| | | | | | | 1/31/2003 |
| | | | | | | A |
| | | | | | | 403 shs See Note 2 |
| | | | | | | A |
| | | | | | | N/A |
| | | | | | | 1,085 shs See Note 2 |
| | | | | | | I |
| | | | | | | Deferred Comp Plan |

Common Shares, \$5 par value

2/23/2002

F

V

616 shs
See Note 3

D

\$18.60

Common Shares, \$5 par value

2/25/2002

A

V

4,844 shs
See Note 4

A

\$18.58

19,118 shs

D

Common Shares, \$5 par value

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| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | |
|---------------------|---------|-----------|--|------|---|--------|-----|-------------------|------------------|---------------------------|----------------------------|-----|---------|---|
| Options to Purchase | \$18.58 | 2/25/2002 | | A | V | 39,600 | | See Note 5 | 2/25/2012 | NU Common Shares, \$5 par | 39,600 | N/A | 171,228 | D |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

- Note 1. Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, as of January 31, 2003, according to information supplied by the plan's recordkeeper.
- Note 2. Shares receipt of which has been deferred pursuant to the Northeast Utilities Deferred Compensation Plan for Executives, as of January 31, 2003, according to information supplied by the plan's recordkeeper. Acquisition is exempt under Rule 16b-3(d)(3).
- Note 3. Disposition of restricted shares to satisfy tax obligation upon vesting.
- Note 4. Grant of restricted shares, vesting one-third on each of 2/25/2003, 2/25/2004, and 2/25/2005.
- Note 5. One-third on each of 2/25/2003, 2/25/2004, and 2/25/2005.

/s/ Cheryl W. Grisé February 3, 2003
 **Signature of Reporting Person Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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