

SHIVERY CHARLES W
Form 4
March 19, 2012

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)

03/15/2012

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 below) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares, \$5.00 par value | 03/15/2012 | | F | | 15,192 ⁽¹⁾ | D | \$ 36.74 614,686 ⁽²⁾ D |
| Common Shares, \$5.00 par value | 03/16/2012 | | M | | 29,024 ⁽³⁾ | A | \$ 18.9 643,710 ⁽²⁾ D |
| Common Shares, \$5.00 par value | 03/16/2012 | | S | | 29,024 ⁽⁴⁾ | D | \$ 36.397 614,686 ⁽²⁾ D |

| | | | |
|---------------------------------|----------------------|---|------------------------|
| Common Shares, \$5.00 par value | 2,276 ⁽⁵⁾ | I | By 401(k) Plan 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 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 18.9 | 03/16/2012 | | M | 29,024 ⁽³⁾ | 06/11/2003 | 06/11/2012 | Common Shares, \$5.00 par value | 29,024 |
| Phantom Shares | <u>(6)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Shares, \$5.00 par value | 9,638 ⁽⁶⁾ |

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

| | |
|---|------------|
| /s/ Jeffrey C. Miller, authorized signatory for Mr. Shivery | 03/19/2012 |
|---|------------|

__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) Disposition of performance shares under the 2009 - 2011 Long Term Incentive Plan, previously reported on February 17, 2012, to satisfy tax withholding obligations.
- (2) Includes restricted share units and dividend equivalents thereon. In addition, of the total owned, the reporting person holds 1,500 of these shares jointly with his spouse.
- (3) The options exercised to purchase 29,024 common shares were granted on June 11, 2002, and were vested and approaching expiration on June 11, 2012.
The transaction was executed in multiple trades at prices ranging from \$36.39 to \$36.431. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the plan's recordkeeper.
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.
- (6)

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.