BUTH JAY S. Form 4

February 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \* BUTH JAY S.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NORTHEAST UTILITIES [NU]

(Check all applicable)

Director

(Last) (First)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify X\_ Officer (give title

below)

C/O NORTHEAST UTILITIES, 56 PROSPECT STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/16/2012

VP-Accounting and Controller 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

HARTFORD, CT 06103

(City)	(State) (Z	Zip) Table	I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities on Acquired (A) or	5. Amount of Securities	Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common							

Shares, 02/16/2012 \$5.00 par

Α

6,093 (2)

D

I

value Common

Shares, \$5.00 par

value

394

401k Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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8. Price of Derivative Security (Instr. 5)

# 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(3)					(3)	<u>(3)</u>	Common Shares, \$5.00 par value	141

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTH JAY S. C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103

VP-Accounting and Controller

## **Signatures**

Jay S. Buth 02/21/2012

\*\*Signature of 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 under the 2012 2014 Long Term Incentive Plan.
- (2) Includes restricted share units and reinvested dividend equivalents thereon.

Matching contributions of reporting person's deferred compensation 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 automatic reinvestment of dividend-equivalent exempt from line item reporting under SEC Rule 16a-11.

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