

NORTHEAST UTILITIES

Form 4

June 23, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAY THOMAS J

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, 300  
CALDWELL DRIVE

(Street)

SPRINGFIELD, MA 01104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NORTHEAST UTILITIES [NU]

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

06/19/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Chrmn of Bd, President & CEO / 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 (A) or<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares,<br>\$5.00 par<br>value | 06/19/2014                              |                                                             | M                                    | 208,608                                                                 | A \$ 25.93                                                                                                         | 526,006 <sup>(1)</sup>                                                  | D                                                                 |
| Common<br>Shares,<br>\$5.00 par<br>value | 06/19/2014                              |                                                             | S <sup>(2)</sup>                     | 208,608                                                                 | D \$<br>47.0879 <sup>(3)</sup>                                                                                     | 317,398 <sup>(1)</sup>                                                  | D                                                                 |
| Common<br>Shares,<br>\$5.00 par<br>value |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 64,266 <sup>(4)</sup>                                                   | I 401k<br>Plan                                                    |

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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 of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>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) |                    |                                          |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                    | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 25.93                                                           | 06/19/2014                              |                                                             | M                                    |                                                                                                           | 208,608                                                        |     | 01/22/2012                                                          | 01/22/2019         | Common<br>Shares,<br>\$5.00 par<br>value | 208,608                    |
| Phantom<br>Shares                                   | (5)                                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | (5)                                                                 | (5)                | Common<br>Shares,<br>\$5.00 par<br>value | 863,100<br>(5)             |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                        |
|----------------------------------------------------------------------------------------|--------------------------------------|
|                                                                                        | Director 10% Owner Officer Other     |
| MAY THOMAS J<br>C/O NORTHEAST UTILITIES<br>300 CALDWELL DRIVE<br>SPRINGFIELD, MA 01104 | Chrmn of Bd, President & CEO Trustee |

## Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for  
Mr. May 06/23/2014

\_\_\_\_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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.

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- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.31, 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 the number of shares sold within the range set forth above.
- (3)
- (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.
- Reporting Person's deferred compensation under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive the 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 line item reporting under SEC Rule 16a-11.
- (5)

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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