

EVERSOURCE ENERGY  
Form 5  
February 14, 2017

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2015  
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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**MAY THOMAS J**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**EVERSOURCE ENERGY [ES]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Chrmn of the Board & Trustee

**C/O EVERSOURCE ENERGY, 300 CADWELL DRIVE**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

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

6. Individual or Joint/Group Reporting

(check applicable line)

**SPRINGFIELD, MA 01104**  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Shares, \$5.00 par value | 12/05/2016                           | Â  | G                              | 161,842 A \$ 0  | 161,842 <sup>(1)</sup>   | I  | May Family Investments LLC        |
| Common Shares, \$5.00 par       | 12/05/2016                           | Â  | G                              | 161,842 D \$ 0  | 198,093 <sup>(2)</sup>   | D  | Â                                 |

value

|                                 |            |   |   |         |   |      |                        |   |           |
|---------------------------------|------------|---|---|---------|---|------|------------------------|---|-----------|
| Common Shares, \$5.00 par value | 12/13/2016 | Â | G | 120,500 | D | \$ 0 | 198,093 <sup>(2)</sup> | D | Â         |
| Common Shares, \$5.00 par value | Â          | Â | Â | Â       | Â | Â    | 71,155 <sup>(3)</sup>  | I | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |       |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MAY THOMAS J  
C/O EVERSOURCE ENERGY  
300 CADWELL DRIVE  
SPRINGFIELD, MA 01104

Â Â Â Chrmn of the Board & Trustee

## Signatures

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

02/14/2017

\_\_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).

Represents common shares held by a limited liability company, the members of which consist of the reporting person's spouse and a

(1) family trust for the benefit of certain members of the reporting person's family, of which the reporting person's spouse is a trustee. The reporting person disclaims beneficial ownership of these securities.

(2) Includes restricted share units and dividend equivalents thereon.

(3) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.