

BUTLER GREGORY B  
Form 4  
August 15, 2011

**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 \*  
**BUTLER GREGORY B**

(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)  
**08/12/2011**

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)  
Sr VP and General Counsel

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Shares, \$5.00 par value | 08/12/2011                           |  | S                              | 5,571   | D          | \$ 32.64           | 118,862 <sup>(1)</sup>  | D  |                                   |
| Common Shares, \$5.00 par value | 08/12/2011                           |  | S                              | 1,829   | D          | \$ 32.65           | 117,033 <sup>(1)</sup>  | D  |                                   |
| Common Shares, \$5.00 par value | 08/12/2011                           |  | S                              | 1,000   | D          | \$ 32.66           | 116,033 <sup>(1)</sup>  | D  |                                   |

|                                 |            |   |       |   |          |                        |   |                        |
|---------------------------------|------------|---|-------|---|----------|------------------------|---|------------------------|
| Common Shares, \$5.00 par value | 08/12/2011 | S | 1,500 | D | \$ 32.67 | 114,533 <sup>(1)</sup> | D |                        |
| Common Shares, \$5.00 par value |            |   |       |   |          | 3,876 <sup>(2)</sup>   | 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.**

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(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Phantom Shares                             | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Shares, \$5.00 par value            | 378 <sup>(3)</sup>         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| BUTLER GREGORY B<br>C/O NORTHEAST UTILITIES<br>56 PROSPECT STREET<br>HARTFORD, CT 06103 |               |           | Sr VP and General Counsel |       |

## Signatures

/s/ Gregory B.  
Butler

08/15/2011

\_\_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, including 44,670 shares that Mr. Butler holds jointly with his spouse.
- (2) Shares held in trust under the Northeast Utilities Service Company 401K Plan, a qualified plan, as of August 12, 2011, according to information supplied by the plan's record keeper.

The reporting person holds phantom shares of NU common under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified plan, deferred compensation plan (the DCP), made as matching contributions under the DCP. Each phantom share

- (3) represents the right to receive the cash value of one share of NU common 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.

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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