

SHIVERY CHARLES W
Form 4
July 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)

07/17/2012

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)
Non-Exec Chmn of Bd; 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Shares, \$5.00 par value | 07/17/2012 | | A | | 1,921 (1) | A | \$ 0 |
| Common Shares, \$5.00 par value | | | | | 774,711 (2) | D | |
| | | | | | 2,339 (3) | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Phantom Shares | (4) | | | | | (4) (4) | Common Shares, \$5.00 par value | 9,800 (4) |

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 | | | | Non-Exec Chmn of Bd; Trustee |

Signatures

/s/ Jeffrey C. Miller, authorized signatory for Mr. Shivery
 **Signature of Reporting Person
 07/19/2012
 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).
 Restricted share units all of which vest on January 10, 2013, unless the Reporting Person's service as a Trustee terminates for any reason other than cause on a date prior to January 10, 2013, in which case the RSUs will vest (i) in their entirety for Trustees age 65 and over on (1) such date, or (ii) prorated for service as a Trustee in the nine months preceding January 10, 2013 for any person who ceases to be Trustee prior to attaining the age of 65 on such date (and the balance of the unvested RSUs will be forfeited). The RSUs will be forfeited if the Reporting Person's service as a Trustee terminates for cause.
 (2)

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Includes restricted share units and dividend equivalents thereon. Of the total shares owned, the reporting person holds 1,500 of these shares with his spouse.

- (3) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the plan's recordkeeper.

- (4) 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 the 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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