

Olivier Leon J  
 Form 4  
 February 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Olivier Leon J

(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)  
 01/31/2013

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)  
 Executive VP and COO

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 Ownership (Instr. 4)
Common Shares, \$5.00 par value				(A) or (D)	171,457 <sup>(1)</sup>	D	
Common Shares, \$5.00 par value				(A) or (D)	2,523 <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.

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SEC 1474 (9-02)



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reinvestment of dividend-equivalents exempt from line item reporting under SEC Rule 16a-11.

Matching contributions on reporting person's deferred compensation contributions under the Northeast Utilities Deferred Compensation

- (4) 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.

The price in Column 8 is a weighted average price. These matching shares were determined at prices per share ranging from \$37.17 to

- (5) \$40.05, inclusive. The Reporting Person undertakes to provide to 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 determined at each price within the range.

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