

NORTHEAST UTILITIES

Form 4

January 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O NORTHEAST
UTILITIES, ONE FEDERAL
STREET, BUILDING 111-4**

(Street)

SPRINGFIELD, MA 01105

(City) (State) (Zip)

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

NORTHEAST UTILITIES [NU]

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

01/21/2014

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 ____ Other (specify
below) below)

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 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)
Common Shares, \$5.00 par value	01/21/2014		M	244,032 A	\$ 28.12 540,150 ⁽¹⁾	D	
Common Shares, \$5.00 par value	01/21/2014		M	196,800 A	\$ 24.74 736,950 ⁽¹⁾	D	
Common Shares, \$5.00 par	01/21/2014		S ⁽²⁾	440,832 D	\$ 296,118 ⁽¹⁾	D	
					43.0358 ⁽³⁾		

value

Common
Shares,
\$5.00 par
value63,379 ⁽⁴⁾ I401k
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 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 28.12	01/21/2014		M	244,032	05/03/2010 05/03/2017	Common Shares, \$5.00 par value 244,0
Employee Stock Option (Right to Buy)	\$ 24.74	01/21/2014		M	196,800	01/24/2011 01/24/2018	Common Shares, \$5.00 par value 196,8
Phantom Shares	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Shares, 859,5 \$5.00 par ⁽⁵⁾ value

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

MAY THOMAS J
C/O NORTHEAST UTILITIES
ONE FEDERAL STREET, BUILDING 111-4

President, CEO & Trustee

SPRINGFIELD, MA 01105

Signatures

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

01/23/2014

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2013.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.10, 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 number of shares sold within the range set forth above.

(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.

(5) Reporting Person's deferred compensation under the NSTAR Deferred Compensation Plan, which was merged into the NU Deferred Compensation Plan effective January 1, 2014, which deferred compensation is nominally invested as common shares. Each phantom share represents the right to receive 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.

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.