

EVERSOURCE ENERGY  
Form 4  
January 06, 2017

**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 \*  
MAY THOMAS J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O EVERSOURCE ENERGY, 300 CADWELL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
01/04/2017

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

(Street)  
SPRINGFIELD, MA 01104

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price		
Common Shares, \$5.00 par value	01/04/2017		S <sup>(1)</sup>		40,000	D	May Family Investments LLC
					\$ 55.2619 <sup>(2)</sup>		
					121,842 <sup>(3)</sup>	I	
Common Shares, \$5.00 par value	01/05/2017		S <sup>(1)</sup>		40,000	D	May Family Investments LLC
					\$ 55.13 <sup>(4)</sup>		
					81,842 <sup>(3)</sup>	I	
Common Shares, \$5.00 par value	01/06/2017		S <sup>(1)</sup>		40,000	D	May Family Investments LLC
					\$ 55.1979 <sup>(5)</sup>		
					41,842 <sup>(3)</sup>	I	

Common Shares, \$5.00 par value	71,148 <sup>(6)</sup>	I	401k Plan
Common Shares, \$5.00 par value	198,093 <sup>(7)</sup>	D	

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)	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Phantom Shares	<sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Common Shares, \$5.00 par value	52,875 <sup>(8)</sup>

## 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				Chrmn of the Board & Trustee

## Signatures

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

01/06/2017

\_\_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).

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 9, 2016.

(2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.95 to \$55.59, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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

(4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.80 to \$55.38, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.77 to \$55.475, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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

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

(8) Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive one Eversource Energy common share 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. 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.