BUTLER GREGORY B

Form 4 March 07, 2019

FORM 4

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUTLER GREGORY B			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)	3. Date of Earliest Transaction	(Check all applicable)			
C/O EVERSOURCE ENERGY, 56 PROSPECT STREET			(Month/Day/Year) 03/05/2019	Director 10% Owner _X_ Officer (give title Other (specify below) Executive VP & General Counsel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HARTFORD, CT 06103			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

(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. Securiti order Disposa (Instr. 3, 4	ed of (` ′	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	03/05/2019		S	11,500	D	\$ 68.6295	78,774 <u>(2)</u>	D	
Common Shares, \$5.00 par value							6,065 (3)	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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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. Transac Code (Instr. 8	5. tionNumber of) Deriva Securi Acquir (A) or Dispos of (D) (Instr. 4, and	ative ties red sed		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	V (A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	233 (4)	

Reporting Owners

	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

BUTLER GREGORY B C/O EVERSOURCE ENERGY 56 PROSPECT STREET HARTFORD, CT 06103

Executive VP & General Counsel

Signatures

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

Butler

03/07/2019

**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).
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.610 to \$68.661, 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 within the range set forth above.
- (2) Includes restricted share units and dividend equivalents thereon.

Reporting Owners 2

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