

SHIVERY CHARLES W

Form 4

October 12, 2012

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
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(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)

10/10/2012

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 ____X____ Other (specify
below) below)

Non-Exec Chmn of Bd; 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 Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Common Shares, \$5.00 par value | 10/10/2012 | | F | 8,238 (1) | D \$ 39.43 | 772,607 (2) | D |
| Common Shares, \$5.00 par value | 10/11/2012 | | X | 9,888 (3) | A (4) | 782,495 (2) | D |
| Common Shares, \$5.00 par value | 10/11/2012 | | D | 9,888 (3) | D \$ 39.04 | 772,607 (2) | D |

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| | | | |
|--|----------------------|---|------------------------------|
| Common Shares, \$5.00 par value | 2,360 ⁽⁵⁾ | 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 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. 3) |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Shares | (4) | 10/11/2012 | (4) | X | 9,888 (3) | (4) | (4) | Common Shares, \$5.00 par value | 9,888 | (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/ O. Kay Comendul, authorized signatory for Mr. Shivery | 10/12/2012 |
|--|------------|

 **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) Reduction of restricted share units to satisfy tax withholding obligations.

(2) 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.

Each phantom share was the economic equivalent of one common share of the Issuer. On October 11, 2012, due to his retirement from employee service with the Issuer, Mr. Shivery became entitled to a distribution of his entire account in the Issuer's Deferred Compensation Plan for Executives (a non-qualified plan), including the phantom shares.

(3) Matching contributions on reporting person's deferred compensation contributions under the Northeast Utilities Deferred Compensation 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. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from the line item reporting under SEC Rule 16a-11.

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

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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