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NORTHEAST UTILITIES

Form 4

February 06, 2014

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAY THOMAS J

NORTHEAST UTILITIES [NU]

02/04/2014

(Month/Day/Year)

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director X__ Officer (give title __X__ Other (specify

below)

below)

Chrmn of Bd, President & CEO / Trustee

10% Owner

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

(Street)

(State)

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SPRINGFIELD, MA 01105

| ` • | · · · · | 1 au | ne 1 - Non-D | erivative Securities Acq | luirea, Disposea o | or beneficial | ny Owned |
|------------|---------------------|--------------------|--------------|--------------------------|--------------------|---------------|-----------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | on(A) or Disposed of | Securities | Form: Direct | Indirect |

(Instr. 3) (Month/Day/Year)

(Zip)

Code (D) (Instr. 8) (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D)

stive Committee Acquir

Common

Shares, 02/04/2014 \$5.00 par

55,900 \$0 (1)

322,279 (2) D

Common

Shares, \$5.00 par

 $63,367 \stackrel{(3)}{=}$

401k Plan

of

value

value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 8. Price Derivati Security (Instr. 5)

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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|----------------------------------|
| | | | | Code 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 | 855,725 (4) |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MAY THOMAS J C/O NORTHEAST UTILITIES ONE FEDERAL STREET, BUILDING 111-4 SPRINGFIELD, MA 01105

Chrmn of Bd.

President & Trustee

CEO

Signatures

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

02/06/2014

**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).
- Grant of restricted share units (RSUs) which vests in three equal portions on February 4, 2015, 2016, and 2017. Restricted share units are (1) distributable in Northeast Utilities common shares on a one-for-one basis. RSU holders are entitled to receive dividend equivalents, exempt from line item reporting under SEC Rule 16a-11, to the same extent dividends are paid on common shares.
- (2) Includes restricted share units and dividend equivalents thereon.

(3)

Reporting Owners 2

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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.

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.