#### NORTHEAST UTILITIES

Form 4

August 27, 2014

# FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Carmody Christine M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NORTHEAST UTILITIES [NU]

(Check all applicable)

(Last)

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

(Month/Day/Year)

08/25/2014

Director 10% Owner Other (specify \_X\_\_ Officer (give title

SVP - Human Resources

C/O NORTHEAST UTILITIES, 300 **CADWELL DRIVE** 

(Street)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SPRINGFIELD, MA 01104

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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	08/25/2014		Code V  M	Amount 9,840	(D)	Price \$ 28.12	70,507 (1)	D	
Common Shares, \$5.00 par value	08/25/2014		M	8,868	A	\$ 25.93	79,375 <u>(1)</u>	D	
Common Shares, \$5.00 par value	08/25/2014		M	15,744	A	\$ 26.9	95,119 <u>(1)</u>	D	

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Common Shares, \$5.00 par value	08/25/2014	S	34,452	D	\$ 45.3364 (2)	60,667 <u>(1)</u>	D	
Common Shares, \$5.00 par value						6,448 (3)	I	401k

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

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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. Transactic Code (Instr. 8)	ansactionDerivative ode Securities		6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 28.12	08/25/2014		M		9,840	05/03/2010	05/03/2017	Common Shares, \$5.00 par value	9,840
Employee Stock Option (Right to Buy)	\$ 25.93	08/25/2014		M		8,868	01/22/2012	01/22/2019	Common Shares, \$5.00 par value	8,868
Employee Stock Option (Right to Buy)	\$ 26.9	08/25/2014		M		15,744	04/10/2012	01/28/2020	Common Shares, \$5.00 par value	15,744
Phantom Shares	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	17,926 ( <u>4)</u>

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Carmody Christine M

C/O NORTHEAST UTILITIES
300 CADWELL DRIVE

SPRINGFIELD, MA 01104

## **Signatures**

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

08/27/2014

\*\*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.
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.27 to \$45.42, 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 the number of shares sold at each separate price within the range set forth above.
- (3) 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 Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive the 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 line item reporting under SEC Rule 16a-11.

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