

EVERSOURCE ENERGY
Form 5
February 14, 2017

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LEMBO PHILIP J

(Last) (First) (Middle)

300 CADWELL DRIVE

(Street)

SPRINGFIELD, MA 01104

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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 below) Other (specify below)
EVP, CFO and Treasurer

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (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 | 08/16/2016 | Â | G | 140 D \$ 0 | 10,327 (1) | D | Â |
| Common Shares, \$5.00 par value | 11/28/2016 | Â | G | 100 D \$ 0 | 10,327 (1) | D | Â |
| Common | 08/16/2016 | Â | G | 140 D \$ 0 | 10,327 (1) | D | Â |

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| | | | | | | | | | | |
|--|------------|---|---|--------------------|---|------|-----------------------|---|---|--|
| Shares, \$5.00 par value | | | | | | | | | | |
| Common Shares, \$5.00 par value | 11/30/2016 | Â | G | 100 | D | \$ 0 | 10,327 ⁽¹⁾ | D | Â | |
| Common Shares, \$5.00 par value | 08/16/2016 | Â | G | 140 ⁽²⁾ | A | \$ 0 | 396 ⁽³⁾ | I | | Custodial Account for grandchild |
| Common Shares, \$5.00 par value | 08/16/2016 | Â | G | 140 ⁽²⁾ | D | \$ 0 | 10,327 ⁽¹⁾ | D | Â | |
| Common Shares, \$5.00 par value | 11/28/2016 | Â | G | 100 ⁽²⁾ | A | \$ 0 | 396 ⁽³⁾ | I | | Custodial Account for grandchild |
| Common Shares, \$5.00 par value | 11/28/2016 | Â | G | 100 ⁽²⁾ | D | \$ 0 | 10,327 ⁽¹⁾ | D | Â | |
| Common Shares, \$5.00 par value | Â | Â | 3 | Â | Â | Â | Â | I | | Custodial Account for Grandchild |
| Common Shares, \$5.00 par value | Â | Â | Â | Â | Â | Â | 2,575 ⁽⁵⁾ | I | | 401K 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.

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(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, | 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) | 9. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

4, and 5)

| | | | | |
|-----|---------------------|--------------------|-------|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEMBO PHILIP J 300 CADWELL DRIVE SPRINGFIELD, MA 01104 | Â | Â | Â EVP, CFO and Treasurer | Â |

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Lembo 02/14/2017

**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) Includes restricted share units and dividend equivalents thereon.
- (2) Bona fide gift to custodial account for which reporting person is the custodian. The reporting person disclaims any pecuniary interest in the accounts' assets or the donated shares.
These shares are held in an account for the reporting person's minor grandchild and the reporting person is the custodian of the account.
- (3) The reporting person disclaims ownership of the shares held in the custodial account, and this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (4) The reporting person indirectly owned 150 shares of common stock in a custodial account for his grandchild on May 4, 2016, the date on which the reporting person became subject to Section 16 reporting requirements.
- (5) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.