

NORTHEAST UTILITIES

Form 4

October 19, 2012

FORM 4
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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAY THOMAS J

(Last) (First) (Middle)

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

(Street)

SPRINGFIELD, MA 01105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

NORTHEAST UTILITIES [NU]

3. Date of Earliest Transaction
 (Month/Day/Year)

10/17/2012

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 below) _____ Other (specify below)

President, CEO & Trustee

6. Individual or Joint/Group Filing(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 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	10/17/2012		M	262,400	A \$ 18.45	632,136	D
Common Shares, \$5.00 par value	10/17/2012		M	73,682	A \$ 22.57	705,818	D
Common Shares, \$5.00 par	10/17/2012		S	336,082	D \$ 39.5604 (1)	369,736	D

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value

Common
Shares,
\$5.00 par
value

10/18/2012

M

188,718 A

\$ 22.57

558,454

D

Common
Shares,
\$5.00 par
value

10/18/2012

S

188,718 D

\$
39.5231
(2)

369,736

D

Common
Shares,
\$5.00 par
value

61,190

I

401k
Plan

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. 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)	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 18.45	10/17/2012		M	262,400	04/28/2007 04/28/2014	Common Shares, \$5.00 par value	262,400
Employee Stock Option (Right to Buy)	\$ 22.57	10/17/2012		M	73,682	06/09/2008 06/09/2015	Common Shares, \$5.00 par value	73,682
Employee Stock Option (Right to Buy)	\$ 22.57	10/18/2012		M	188,718	06/09/2008 06/09/2015	Common Shares, \$5.00 par value	188,718

Phantom Shares	(3)	(3)	(3)	Common Shares, \$5.00 par value	818,9
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAY THOMAS J C/O NORTHEAST UTILITIES ONE FEDERAL STREET, BUILDING 111-4 SPRINGFIELD, MA 01105	President, CEO & Trustee

Signatures

Samuel K. Lee, attorney-in-fact for
Mr. May

10/19/2012

__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) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.72, 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 number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.58, inclusive.

(3) Phantom shares held in the NSTAR Deferred Compensation Plan. Each phantom share represents the right to receive the cash value of one 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.

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