

SHIVERY CHARLES W  
Form 4  
February 29, 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 \*  
SHIVERY CHARLES W

2. Issuer Name and Ticker or Trading Symbol  
NORTHEAST UTILITIES [NU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, 56 PROSPECT STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Chrmn of Bd, President & CEO / Trustee

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HARTFORD, CT 06103

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Shares, \$5.00 par value | 02/27/2012                           |  | F                              |   | 1,416<br>(1)  | D  | \$ 35.86                          |
| Common Shares, \$5.00 par value |                                      |  |                                |   | 2,254<br>(3)  | 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

SEC 1474 (9-02)

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**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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Shares                             | (4)  |                                      |  |                                |   | (4) (4)  | Common Shares, \$5.00 par value                               | 9,638                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |         |
|--|---------------|-----------|------------------------------|---------|
|  | Director      | 10% Owner | Officer                      | Other   |
| SHIVERY CHARLES W<br>C/O NORTHEAST UTILITIES<br>56 PROSPECT STREET<br>HARTFORD, CT 06103 |               |           | Chrmn of Bd, President & CEO | Trustee |

## Signatures

/s/ Jeffrey C. Miller, authorized signatory for Mr. Shivery  
 \*\*Signature of Reporting Person  
 02/29/2012  
 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) Disposition of restricted share units upon vesting to satisfy tax withholding obligations.  
 Includes restricted share units and dividend equivalents thereon. In addition, Mr. Shivery holds options to purchase 29,024 Northeast Utilities common shares, previously reported on Form 4. Of the total shares owned, Mr. Shivery holds 1,500 of these shares jointly with his spouse. Mr. Shivery's total includes 76,406 restricted share units that will vest eighteen months after the closing of the merger with NSTAR, coincident with Mr. Shivery's service as a non-executive member of the Board of Trustees.

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

- Matching contribution of 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)

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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