

NORTHEAST UTILITIES

Form 4/A

October 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

President, CEO & Trustee

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/19/2012

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

SPRINGFIELD, MA 01105

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$5.00 par value	10/17/2012		M		262,400	A	\$ 18.45
Common Shares, \$5.00 par value	10/17/2012		M		73,682	A	\$ 22.57
Common Shares, \$5.00 par value	10/17/2012		S ⁽¹⁾		336,082	D	\$ 39.5604 ⁽²⁾
							632,136
							705,818
							369,736

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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⁽¹⁾ 188,718 D \$ 39.5231 369,736 D
(3)

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.

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.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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

