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SHIVERY CHARLES W

Form 4

February 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

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 * 2. Issuer Name and Ticker or Trading SHIVERY CHARLES W Symbol NORTHEAST UTILITIES [NU] (First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

01/29/2010

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) below) Chrmn of Bd, Pres &CEO/Ttee

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

C/O NORTHEAST UTILITIES, 56 PROSPECT STREET

(State)

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

HARTFORD, CT 06103

(City)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

> 411,330 (1) D

Common

Common Shares.

\$5.00 par value

Shares, $1,754 \stackrel{(2)}{=}$ Ι 401K Plan \$5.00 par

value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and <i>i</i>	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(Instr.
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
				Code V	(A) (D)				Shares	
				Couc v	(A) (D)				Silares	
Phantom	(2)	01/00/0010			1.026	(2)	(2)	Common	1.006	ф 22
Shares	<u>(3)</u>	01/29/2010		Α	1,036	(3)	(3)	Shares	1,036	\$ 22

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHIVERY CHARLES W C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103

Chrmn of Bd, Pres &CEO/Ttee

Signatures

Charles W. O2/01/2010 Shivery

**Signature of Date
Reporting Person

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).

Includes restricted share units and dividend equivalents thereon. In addition, the reporting person holds 29,024 options to purchase Common Shares, previously reported on Form 4. Included among shares directly held are 453 shares acquired on July 31, 2009 and 537 shares acquired on January 29, 2010, pursuant to the Northeast Employee Stock Purchase Plan II, a Section 423(b) plan under the Internal Revenue Code, which shares are exempt from Form 4 reporting. Of the total shares owned, the reporting person holds 1,500 of these shares jointly with his spouse.

Shares held in trust under the Northeast Utilities Service Company 401K Plan, a qualified plan as of January 29, 2010, according to information supplied by the Plan's recordkeeper.

(3)

Reporting Owners 2

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Matching contributions of reporting person's deferred compensation contributions in 2009 under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as Common Shares (hereby referred to as phantom shares). While the average share price for the matching contributions was \$22.88, the actual price was determined on the applicable payroll date on which the deferred compensation contribution was made. Each phantom share represents the right to receive the cash value of one share of NU Common 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. 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.