

CLEVELAND COTTON M
Form 4
January 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
CLEVELAND COTTON M

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, ONE FEDERAL STREET, BUILDING 111-4

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

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

(Street)
SPRINGFIELD, MA 01105

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

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

(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	01/03/2011		A		3,000 ⁽¹⁾ A \$ 0 38,949 ⁽²⁾	D	
Common Shares, \$5.00 par value	01/03/2011		M		2,500 A \$ 21.03 41,449 ⁽²⁾	D	
Common Shares, \$5.00 par	01/03/2011		S		2,500 D \$ 32.05 38,949 ⁽²⁾	D	

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Restricted share units, subject to full vesting on January 10, 2012, or pursuant to 2007 standing resolution, earlier vesting on termination not for cause providing for (i) full vesting on separation from the Board of Trustees at or after age 65, and (ii) for Trustees separating before age 65, prorated vesting for time worked in each month prior to January 10, 2012.

- (2) Ms. Cleveland's total includes restricted share units receipt of which has been deferred, and dividend equivalents thereon. Ms. Cleveland beneficially owns 2,500 vested options to purchase Common Shares, the ownership of which was previously reported on Form 4.

- The options exercised to purchase 2,500 Common Shares were granted on February 27, 2001 that vested 50% on that date and 50% on February 27, 2002. The options exercised and the sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Ms. Cleveland.
- (3)

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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