

JUDGE JAMES J  
Form 4  
April 10, 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 \*  
JUDGE JAMES 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)  
04/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	04/10/2012		A		23,091	A	(1) 23,091 D
Common Shares	04/10/2012		A		71,278	A	(2) 94,369 D
Common Shares	04/10/2012		A		20,573	A	(3) 20,573 I By 401(k)

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Shares	(4)	04/10/2012		A	199,602		(4)	(4)	Common Shares	199,602
Employee Stock Option	\$ 28.12	04/10/2012		A	52,480		05/03/2010	05/03/2017	Common Shares	52,480
Employee Stock Option	\$ 24.74	04/10/2012		A	39,360		01/24/2011	01/24/2018	Common Shares	39,360
Employee Stock Option	\$ 25.93	04/10/2012		A	48,544		01/22/2012	01/22/2019	Common Shares	48,544
Employee Stock Option	\$ 26.9	04/10/2012		A	39,360		01/28/2013	01/28/2020	Common Shares	39,360

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

JUDGE JAMES J  
C/O NORTHEAST UTILITIES  
ONE FEDERAL STREET, BUILDING 111-4  
SPRINGFIELD, MA 01105

EVP & CFO

## Signatures

/s/ Richard J. Morrison - Attorney in Fact for James J. Judge

04/10/2012

\*\*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).

Restricted share units, received in exchange for 17,600 deferred share units of NSTAR in connection with the merger of NSTAR into

(1) Northeast Utilities (the "Merger"). On the date prior to the effective time of the Merger, the closing price of NSTAR's common shares was \$47.65 per share, and the closing price of NU's common shares was \$36.79 per share.

(2) Received in exchange for 54,328 common shares of NSTAR pursuant to the Merger.

(3) Received in exchange for 15,681 common shares of NSTAR in connection with the Merger.

(4) Received in exchange for 152,136 phantom shares of NSTAR (deferred compensation obligation). Each phantom share is payable in one common share.

(5) Received in the Merger in exchange for an employee stock option to acquire 40,000 shares of NSTAR for \$36.89 per share.

(6) Received in the Merger in exchange for an employee stock option to acquire 30,000 shares of NSTAR for \$32.45 per share.

(7) Received in the Merger in exchange for an employee stock option to acquire 37,000 shares of NSTAR for \$34.02 per share.

(8) Received in the Merger in exchange for an employee stock option to acquire 30,000 shares of NSTAR for \$35.28 per share.

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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