

NORTHEAST UTILITIES

Form 4

April 10, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAY THOMAS J

(Last) (First) (Middle)

**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)

President, CEO & Trustee

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)
Common Shares	04/10/2012		A	101,680	A <u>1</u> 101,680	D	
Common Shares	04/10/2012		A	160,637	A <u>2</u> 262,317	D	
Common Shares	04/10/2012		A	60,097	A <u>3</u> 60,097	I	By 401(k)

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
Phantom Shares	(4)	04/10/2012		A		904,534		(4)	(4)	Common Shares	904,5
Employee Stock Option	\$ 18.45	04/10/2012		A		262,400		04/28/2007	04/28/2014	Common Shares	262,4
Employee Stock Option	\$ 22.57	04/10/2012		A		262,400		06/09/2008	06/09/2015	Common Shares	262,4
Employee Stock Option	\$ 21.14	04/10/2012		A		262,400		04/27/2009	04/27/2016	Common Shares	262,4
Employee Stock Option	\$ 28.12	04/10/2012		A		244,032		05/03/2010	05/03/2017	Common Shares	244,0
Employee Stock Option	\$ 24.74	04/10/2012		A		196,800		01/24/2011	01/24/2018	Common Shares	196,8
Employee Stock Option	\$ 25.93	04/10/2012		A		208,608		01/22/2012	01/22/2019	Common Shares	208,6
Employee Stock Option	\$ 26.9	04/10/2012		A		174,496		01/28/2013	01/28/2020	Common Shares	174,4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAY THOMAS J ONE FEDERAL STREET, BUILDING 111-4 SPRINGFIELD, MA 01105	President, CEO & Trustee

Signatures

/s/ Richard J. Morrison - Attorney in Fact for Thomas J.
May

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 77,500 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 122,437 common shares of NSTAR pursuant to the Merger.
(3) Received in exchange for 45,806 common shares of NSTAR in connection with the Merger.
(4) Received in exchange for 689,432 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 200,000 shares of NSTAR for \$24.20 per share.
(6) Received in the Merger in exchange for an employee stock option to acquire 200,000 shares of NSTAR for \$29.60 per share.
(7) Received in the Merger in exchange for an employee stock option to acquire 200,000 shares of NSTAR for \$27.73 per share.
(8) Received in the Merger in exchange for an employee stock option to acquire 186,000 shares of NSTAR for \$36.89 per share.
(9) Received in the Merger in exchange for an employee stock option to acquire 150,000 shares of NSTAR for \$32.45 per share.
(10) Received in the Merger in exchange for an employee stock option to acquire 159,000 shares of NSTAR for \$34.02 per share.
(11) Received in the Merger in exchange for an employee stock option to acquire 133,000 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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