

NORTHEAST UTILITIES
Form 4
December 02, 2014

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

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, 300
CADWELL DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & CFO

(Street)
SPRINGFIELD, MA 01104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$5.00 par value	11/28/2014		S	46,000	D \$ 50.4922 165,366 ⁽²⁾ ₍₁₎	D	
Common Shares, \$5.00 par value	12/01/2014		S	3,600	D \$ 50.4078 161,766 ⁽²⁾ ₍₃₎	D	
Common Shares, \$5.00 par value					22,346 ⁽⁴⁾	I	401k Plan

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- (2) Includes restricted share units and dividend equivalents thereon.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.19 to

- (3) \$50.60, inclusive. The reporting person undertakes to provide Northeast Utilities, any security holder of Northeast Utilities, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

Reporting Person's deferred compensation under the Plan, that is nominally invested as common shares. Each phantom share represents

- (5) the right to receive the cash value of one NU common share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from 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.