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NATIONAL GRID GROUP PLC  
Form SC TO-T/A  
March 28, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SC TO-I/A  
SC 13E3/A  
(Final Amendment)

SC TO-T/A  
SC 13E3/A  
(Final Amendment)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR  
13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934.

NIAGARA MOHAWK POWER CORPORATION  
(Name of Subject Company (Issuer))

NIAGARA MOHAWK POWER CORPORATION  
NATIONAL GRID GROUP PLC  
(Name of Filing Persons)

Fixed/AdjustableRate Cumulative Preferred Stock, Series D  
Cumulative Preferred Stock, 3.40% Series  
Cumulative Preferred Stock, 3.60% Series  
Cumulative Preferred Stock, 3.90% Series  
Cumulative Preferred Stock, 4.10% Series  
Cumulative Preferred Stock, 4.85% Series  
Cumulative Preferred Stock, 5.25% Series  
(Title of Class of Securities)

653522771  
653522201  
653522300  
653522409  
653522508  
653522607  
653522706

(CUSIP Number of Class of Securities)

Gregory Barone  
Niagara Mohawk Power Corporation  
300 Erie Boulevard West  
Syracuse, NY 13202

John Cochrane  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

(Names and addresses of persons authorized to  
receive notices and communications on behalf of the persons filing statement)

Copy to:  
Keith F. Higgins, Esq.  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Final Amendment to Schedule TO/13E-3 further amends and supplements the Schedule TO/13E-3 originally filed by Niagara Mohawk Power Corporation, a New York Corporation ("Niagra Mohawk") on February 27, 2002 (the "Schedule TO"), as amended by Amendment No. 1 thereto filed on March 14, 2002 and Amendment No. 2 thereto filed on March 22, 2002. Furthermore, this Final Amendment amends and supplements Amendment No. 1 to the Schedule TO-T/13E-3 which was filed by National Grid Group plc ("National Grid") on March 26, 2002. This Final Amendment to Schedule TO/13E-3 relates to the tender offers by Niagara Mohawk to purchase all of its outstanding shares of the following series of cumulative preferred stock (the "Preferred Stock") at the following applicable cash purchase prices per share:

SERIES	CUSIP NO.	PURCHASE PRICE PER SHARE
Fixed/Adjustable Rate Cumulative Preferred Stock, Series D	653522771	\$53.76
Cumulative Preferred Stock, 3.40% Series	653522201	\$63.43
Cumulative Preferred Stock, 3.60% Series	653522300	\$67.16
Cumulative Preferred Stock, 3.90% Series	653522409	\$72.76
Cumulative Preferred Stock, 4.10% Series	653522508	\$76.49
Cumulative Preferred Stock, 4.85% Series	653522607	\$90.49
Cumulative Preferred Stock, 5.25% Series	653522706	\$93.58

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The offers are subject to the terms and conditions set forth in the Offer to Purchase dated February 27, 2002 (the "Offer to Purchase") and in the related Letters of Transmittal (the "Letters of Transmittal"), as amended or supplemented from time to time. Except as amended and supplemented hereby and by Amendments Nos. 1 and 2 filed by Niagara Mohawk and Amendment No. 1 filed by National Grid, the Schedule TO/13E-3 filed by Niagara Mohawk on February 27, 2002 remains in effect. This is the final amendment to the Schedule TO/13E-3.

The Schedule TO/13E-3 is hereby amended and supplemented as follows:

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO/13E-3 is hereby amended and supplemented as

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follows:

The offers expired at 5:00P.M., New York City time, on March 27, 2002 (the "Expiration Date"). The following table shows the total number of shares that were validly tendered and not withdrawn for each series of the Preferred Stock:

SERIES	NUMBER OF SHARES TENDERED	PERCENTAGE OF SERIES TENDERED	PURCHASE PRICE PER SHARE
Fixed/Adjustable Rate Cumulative Preferred Stock, Series D	1,886,900	62.90%	\$ 53.76
Cumulative Preferred Stock, 3.40% Series	135,598	67.80%	\$ 63.43
Cumulative Preferred Stock, 3.60% Series	206,982	59.14%	\$ 67.16
Cumulative Preferred Stock, 3.90% Series	137,862	57.44%	\$ 72.76
Cumulative Preferred Stock, 4.10% Series	149,279	71.09%	\$ 76.49
Cumulative Preferred Stock, 4.85% Series	209,645	83.86%	\$ 90.49
Cumulative Preferred Stock, 5.25% Series	163,079	81.54%	\$ 93.58

Niagara Mohawk accepted for payment all of the shares of Preferred Stock validly tendered and not withdrawn prior to the Expiration Date for a total purchase price of approximately \$180 million.

### ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented by adding the following exhibit:

- (a) (1) (J) Text of press release issued by Niagara Mohawk Power Corporation dated March 28, 2002.

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### SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: March 28, 2002

NIAGARA MOHAWK POWER CORPORATION

BY: /s/ Steven W. Tasker

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Name: Steven W. Tasker

Title: Senior Vice President-Treasurer

NATIONAL GRID GROUP PLC

BY: /s/ Richard P. Sergel

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Name: Richard P. Sergel

Title: Group Director, North America