

SHIVERY CHARLES W  
Form 4  
February 01, 2011

**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 \*  
**SHIVERY CHARLES W**  
  
(Last) (First) (Middle)  
  
**C/O NORTHEAST UTILITIES, 56  
PROSPECT STREET**  
  
(Street)  
  
**HARTFORD, CT 06103**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORTHEAST UTILITIES [NU]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/31/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chrmn of Bd, President & CEO / Trustee**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) Code V Amount (D) Price			
Common Shares, \$5.00 par value					454,853 <sup>(1)</sup>	D	
Common Shares, \$5.00 par value					1,997 <sup>(2)</sup>	I	By 401(k) Plan Trustee

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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)	8. Price of Derivative Security (Instr. 5)
Phantom Shares	(3)	01/31/2011		A	824	(3) (3)	Common Shares, \$5.00 par value	824 \$ 28.2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIVERY CHARLES W C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103			Chrmn of Bd, President & CEO	Trustee

## Signatures

Charles W. Shivery 02/01/2011

\*\*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).
- Includes restricted share units and dividend equivalents thereon. In addition, the reporting person holds 29,024 options to purchase
- (1) Common Shares, previously reported on Form 4. Of the total shares owned, the reporting person holds 1,500 of these shares jointly with his spouse.
  - (2) Shares held in trust under the Northeast Utilities Service Company 401K Plan, a qualified plan, as of January 31, 2011, according to information supplied by the Plan's recordkeeper.

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- (3) Matching contributions of reporting person's deferred compensation contributions in 2010 under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as Common Shares (hereby referred to as phantom shares). While the average share price for the matching contributions was \$28.23, the actual price was determined on the applicable payroll date on which the deferred compensation contribution was made. Each phantom share represents the right to receive cash value of one share of NU Common 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.