

JUDGE JAMES J  
Form 4  
October 19, 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

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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/17/2012

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

C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4

(Street)

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

SPRINGFIELD, MA 01105

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Shares, \$5.00 par value | 10/17/2012                           |  | M                              |   | 52,480  | A  | \$ 28.12  |
| Common Shares, \$5.00 par value | 10/17/2012                           |  | M                              |   | 39,360  | A  | \$ 24.74  |
| Common Shares, \$5.00 par value | 10/17/2012                           |  | M                              |   | 48,544  | A  | \$ 25.93  |

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|                                 |            |                  |         |   |          |         |   |           |
|---------------------------------|------------|------------------|---------|---|----------|---------|---|-----------|
| value                           |            |                  |         |   |          |         |   |           |
| Common Shares, \$5.00 par value | 10/17/2012 | M                | 39,360  | A | \$ 26.9  | 368,804 | D |           |
| Common Shares, \$5.00 par value | 10/17/2012 | S <sup>(1)</sup> | 179,744 | D | \$ 39.5  | 189,060 | D |           |
| Common Shares, \$5.00 par value | 10/17/2012 | M                | 34,581  | A | \$ 39.49 | 223,641 | D |           |
| Common Shares, \$5.00 par value | 10/17/2012 | D <sup>(2)</sup> | 34,581  | D | \$ 39.49 | 189,060 | D |           |
| Common Shares, \$5.00 par value |            |                  |         |   |          | 20,927  | I | 401k Plan |

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

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(9-02)

**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 or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 28.12   | 10/17/2012                           |  | M                              | 52,480  | 05/03/2010   | 05/03/2017  | Common Shares, \$5.00 par value | 52,480                     |

|                                      |          |            |   |        |            |            |                                 |        |
|--------------------------------------|----------|------------|---|--------|------------|------------|---------------------------------|--------|
| Employee Stock Option (Right to Buy) | \$ 24.74 | 10/17/2012 | M | 39,360 | 01/24/2011 | 01/24/2018 | Common Shares, \$5.00 par value | 39,360 |
| Employee Stock Option (Right to Buy) | \$ 25.93 | 10/17/2012 | M | 48,544 | 01/22/2012 | 01/22/2019 | Common Shares, \$5.00 par value | 48,544 |
| Employee Stock Option (Right to Buy) | \$ 26.9  | 10/17/2012 | M | 39,360 | 04/10/2012 | 01/28/2020 | Common Shares, \$5.00 par value | 39,360 |
| Phantom Shares                       | (3)      | 10/17/2012 | M | 34,581 | (3)        | (3)        | Common Shares, \$5.00 par value | 34,581 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| JUDGE JAMES J<br>C/O NORTHEAST UTILITIES<br>ONE FEDERAL STREET, BUILDING 111-4<br>SPRINGFIELD, MA 01105 |               |           | EVP & CFO |       |

## Signatures

Samuel K. Lee, attorney-in-fact for Mr. Judge  
10/19/2012

\_\_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).

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 4, 2012.

The disposition of 34,581 Common Shares, which shares were held in the reporting person's accounts at State Street Bank and Trust  
(2) Company pursuant to the terms of the NSTAR Deferred Compensation Plan, was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 4, 2012.

Phantom shares held in the NSTAR Deferred Compensation Plan. Each phantom share represents the right to receive the cash value of  
(3) one Common Share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from the 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.

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