

NOLAN JOSEPH R JR  
 Form 4  
 April 10, 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 \*  
**NOLAN JOSEPH R JR**

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP-Corporate Relations**

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	04/10/2012		A		10,496	A	(1)	10,496	D	
Common Shares	04/10/2012		A		18,121	A	(2)	28,617	D	
Common Shares	04/10/2012		A		14,277	A	(3)	14,227	I	By 401(k)

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

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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 or Number of Shares
Phantom Shares	(4)	04/10/2012		A		95,736		(4)	(4)	Common Shares	95,736
Employee Stock Option	\$ 24.74	04/10/2012		A		6,560		01/24/2011	01/24/2018	Common Shares	6,560
Employee Stock Option	\$ 25.93	04/10/2012		A		13,995		01/22/2012	01/22/2019	Common Shares	13,995
Employee Stock Option	\$ 26.9	04/10/2012		A		18,368		01/28/2013	01/28/2020	Common Shares	18,368

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

NOLAN JOSEPH R JR  
ONE FEDERAL STREET, BUILDING 111-4  
SPRINGFIELD, MA 01105

SVP-Corporate Relations

## Signatures

/s/ Richard J. Morrison - Attorney in Fact for Joseph R. Nolan, Jr.

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 8000 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.

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- (2) Received in exchange for 13,812 common shares of NSTAR pursuant to the Merger.
- (3) Received in exchange for 10,882 common shares of NSTAR in connection with the Merger.
- (4) Received in exchange for 72,970 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 5,000 shares of NSTAR for \$32.45 per share.
- (6) Received in the Merger in exchange for an employee stock option to acquire 10,667 shares of NSTAR for \$34.02 per share.
- (7) Received in the Merger in exchange for an employee stock option to acquire 14,000 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. 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.