

NORTHEAST UTILITIES  
Form 8-K  
May 13, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

---

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 10, 2011**

**NORTHEAST UTILITIES**

(Exact name of registrant as specified in its charter)

**Massachusetts**

**001-5324**

**04-2147929**

(State or other jurisdiction)

of organization)

(Commission File Number)

(I.R.S. Employer

Identification No.)

**One Federal Street, Building  
111-4**

**Springfield, Massachusetts**

**01105**

(Address of principal executive  
offices)

(Zip Code)

Registrant's telephone number, including area code: **(860) 665-5000**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

..

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

..

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

..

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

..

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Section 5**

### **Corporate Governance and Management**

#### **Item 5.07**

##### **Submission of Matters to a Vote of Security Holders.**

(a)

Northeast Utilities (the Company) held its Annual Meeting of Shareholders on May 10, 2011.

(b)

Shareholders voted on the proposals set forth below. For more information on the following proposals, see the Company's proxy statement dated March 30, 2011. On March 15, 2011, the record date for the Annual Meeting, there were 176,699,084 common shares outstanding and entitled to vote. At the Annual Meeting, 149,706,634 common

Edgar Filing: NORTHEAST UTILITIES - Form 8-K

shares were represented, in person or by proxy, constituting a quorum.

(1) Election of Trustees. The shareholders elected each of the eleven nominees to the Board of Trustees for a one-year term by a majority of the outstanding common shares:

| <u>Trustee</u>      | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker</u> | <u>Non-Votes</u> |
|---------------------|------------------|-----------------------|---------------|------------------|
| Richard H. Booth    | 135,714,210      | 997,865               |               | 12,994,559       |
| John S. Clarkeson   | 135,716,677      | 995,398               |               | 12,994,559       |
| Cotton M. Cleveland | 134,733,342      | 1,978,733             |               | 12,994,559       |
| Sanford Cloud, Jr.  | 134,655,867      | 2,056,208             |               | 12,994,559       |

Edgar Filing: NORTHEAST UTILITIES - Form 8-K

John G. Graham

135,704,662

1,007,413

12,994,559

Elizabeth T. Kennan

134,568,837

2,143,238

12,994,559

Kenneth R. Leibler

135,714,049

998,026

12,994,559

Robert E. Patricelli

134,647,253

2,064,822

12,994,559

Charles W. Shivery

131,174,944

5,537,131

12,994,559

John F. Swope

134,665,667

2,046,408

12,994,559

Dennis R. Wraase

135,688,094

1,023,981

12,994,559

(2)

Advisory Vote on Executive Compensation:

Votes For

130,129,948

97.20%

Votes Against

3,743,144

2.80%

Abstentions

2,838,982

Broker

Non-Votes

12,994,560

(3)

Advisory Vote Regarding Frequency of Advisory Vote on Executive Compensation:

1 Year

89,116,139

65.97%

2 Years

|                     |            |
|---------------------|------------|
|                     | 2,774,303  |
| 2.05%               |            |
| 3 Years             |            |
|                     | 43,193,030 |
| 31.98%              |            |
| Abstentions         |            |
|                     | 1,628,602  |
| Broker<br>Non-Votes |            |
|                     | 12,994,560 |

2

(4)

The shareholders ratified the selection of Deloitte & Touche LLP as independent auditors for 2011:

|               |             |
|---------------|-------------|
| Votes For     |             |
|               | 146,527,299 |
| Votes Against |             |
|               | 2,638,746   |

Abstentions

540,588

(d)

As indicated in (b)(3) of this Item, shareholders holding a majority of the shares voting on the proposal voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. In line with this recommendation by our shareholders, the Board of Trustees has decided that it will include an advisory shareholder vote on executive compensation in its proxy materials every year until the next advisory vote on the frequency of shareholder votes on executive compensation, which will occur no later than our Annual Meeting of Shareholders in 2017.

[The remainder of this page left blank intentionally.]



**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHEAST UTILITIES**

(Registrant)

May 13, 2011

By:

/s/ SAMUEL K. LEE

Samuel K. Lee

Secretary and Deputy General Counsel