

JUDGE JAMES J
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 *
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)
C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
SPRINGFIELD, MA 01105

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	04/10/2012		A	23,091	A	(1)	23,091 D
Common Shares	04/10/2012		A	71,278	A	(2)	94,369 D
Common Shares	04/10/2012		A	20,573	A	(3)	20,573 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)

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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 Number Shares
Phantom Shares	(4)	04/10/2012		A	199,602	(4) (4)	Common Shares 199,602
Employee Stock Option	\$ 28.12	04/10/2012		A	52,480	05/03/2010 05/03/2017	Common Shares 52,480
Employee Stock Option	\$ 24.74	04/10/2012		A	39,360	01/24/2011 01/24/2018	Common Shares 39,360
Employee Stock Option	\$ 25.93	04/10/2012		A	48,544	01/22/2012 01/22/2019	Common Shares 48,544
Employee Stock Option	\$ 26.9	04/10/2012		A	39,360	01/28/2013 01/28/2020	Common Shares 39,360

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JUDGE JAMES J
C/O NORTHEAST UTILITIES
ONE FEDERAL STREET, BUILDING 111-4
SPRINGFIELD, MA 01105

EVP & CFO

Signatures

/s/ Richard J. Morrison - Attorney in Fact for James J. Judge

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 17,600 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.

(2) Received in exchange for 54,328 common shares of NSTAR pursuant to the Merger.

(3) Received in exchange for 15,681 common shares of NSTAR in connection with the Merger.

(4) Received in exchange for 152,136 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 40,000 shares of NSTAR for \$36.89 per share.

(6) Received in the Merger in exchange for an employee stock option to acquire 30,000 shares of NSTAR for \$32.45 per share.

(7) Received in the Merger in exchange for an employee stock option to acquire 37,000 shares of NSTAR for \$34.02 per share.

(8) Received in the Merger in exchange for an employee stock option to acquire 30,000 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.

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