

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**
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ISSUER

NORTHEAST UTILITIES

CIK: **72741** | IRS No.: **042147929** | State of Incorporation: **MA** | Fiscal Year End: **1231**
SIC: **4911** Electric services

Mailing Address
107 SELDEN ST
BERLIN CT 06037-1616

Business Address
ONE FEDERAL STREET
BUILDING 111-4
SPRINGFIELD MA 01105
8606655000

REPORTING OWNER

CLARKESON JOHN S

CIK: **1201086**
Type: **4** | Act: **34** | File No.: **001-05324** | Film No.: **13535886**

Mailing Address
C/O BOSTON CONSULTING
GROUP INC
EXCHANGE PL. 37TH FL
BOSTON MA 02109

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person CLARKESON JOHN S			2. Issuer Name and Ticker or Trading Symbol NORTHEAST UTILITIES [NU]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <u>X</u> Other (specify below) Trustee		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013					
C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) 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	(A) or (D)	Price			
Common Shares, \$5.00 par value	01/15/2013		A		2,545 ⁽¹⁾	A	\$ 0	19,533 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Restricted share units that will vest on January 16, 2013, receipt of which has been deferred. Distribution will be made on a one-for-one basis in Common Shares on the 10th business day of January of the year following the reporting person's retirement from Board services.
2. The reporting person's total includes restricted share units, receipt of which has been deferred, and dividend equivalents thereon.

Signatures

John S. Clarkeson, By: O. Kay Comendul/POA

01/17/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.