

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
SEC Accession No. **0001140361-09-001881**

([HTML Version](#) on secdatabase.com)

ISSUER

NSTAR/MA

CIK: **1035675** | IRS No.: **043466300** | Fiscal Year End: **1231**
SIC: **4911** Electric services

Mailing Address
*800 BOYLSTON STREET
BOSTON MA 02199*

Business Address
*800 BOYLSTON ST
BOSTON MA 02199
6174242000*

REPORTING OWNER

MAY THOMAS J

CIK: **1101384**
Type: **4** | Act: **34** | File No.: **001-14768** | Film No.: **09545629**

Mailing Address
*C/O NSTAR
800 BOYLSTON STREET MAIL STOP P-1700
BOSTON MA 02199*

Business Address
*500 MAIN ST
GROTON MA 01471
6174242667*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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

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 MAY THOMAS J | | | 2. Issuer Name and Ticker or Trading Symbol NSTAR/MA [NST] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chr, President, CEO & Trustee | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009 | | | | | |
| 800 BOYLSTON STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| (Street) | | | | | | | | |
| BOSTON, MA 02199 | | | | | | | | |
| (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 Share Awards | 01/22/2009 | | A | | 36,000 ⁽¹⁾ | A | \$34.02 | 821,139 ⁽²⁾ | I | Deferred Compensation Trust |
| Common Shares | | | | | | | | 10,435 ⁽³⁾ | D | |
| Common Shares | | | | | | | | 2,900 | I | By IRA |
| NSTAR 401(k) Shares | | | | | | | | 37,625 ⁽⁴⁾ | I | By 401(k) |

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option to Purchase Common Shares | \$34.02 | 01/22/2009 | | A | | 159,000 ⁽⁵⁾ | | 01/22/2012 | 01/22/2019 | Common Shares | 159,000 ⁽⁵⁾ | \$34.02 | 159,000 ⁽⁵⁾ | D | |
| Option to Purchase Common Shares | \$21.6 | | | | | | | 04/30/2006 | 04/30/2013 | Common Shares | 200,000 | | 200,000 | D | |

| | | | | | | | | | | | | | | | |
|----------------------------------|---------|--|--|--|--|--|--|------------|------------|---------------|---------|--|---------|---|--|
| Option to Purchase Common Shares | \$24.2 | | | | | | | 04/28/2007 | 04/28/2014 | Common Shares | 200,000 | | 200,000 | D | |
| Option to Purchase Common Shares | \$29.6 | | | | | | | 06/09/2008 | 06/09/2015 | Common Shares | 200,000 | | 200,000 | D | |
| Option to Purchase Common Shares | \$27.73 | | | | | | | 04/27/2009 | 04/27/2016 | Common Shares | 200,000 | | 200,000 | D | |
| Option to Purchase Common Shares | \$36.89 | | | | | | | 05/03/2010 | 05/03/2017 | Common Shares | 186,000 | | 186,000 | D | |
| Option to Purchase Common Shares | \$32.45 | | | | | | | 01/24/2011 | 01/24/2018 | Common Shares | 150,000 | | 150,000 | D | |

Explanation of Responses:

1. Of the Award of 36,000 Deferred Shares awarded on 1/22/09, the award vests one-third each on 1/22/10, 1/22/11 and 1/22/12
2. Total includes (1) 538,887 fully vested shares and shares accumulated through dividend reinvestment and (2) 282,252 unvested shares
3. Elected not to defer portion of deferred compensation award once vested, transferred to direct registered account
4. Includes shares acquired through NSTAR 401(k) Plan and through dividend reinvestment
5. Of the Award of 159,000 Options at the conversion price of \$34.02, the award vests one-third each on 1/22/10, 1/22/11 and 1/22/12

Signatures

Richard J. Morrison, Attorney in Fact for Thomas J. May

** Signature of Reporting Person

01/26/2009

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.