

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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### REPORTING OWNER

**McHale David R**

CIK: **1313990**

Type: **4** | Act: **34** | File No.: **001-05324** | Film No.: **13551254**

Mailing Address  
*NORTHEAST UTILITIES  
56 PROSPECT STREET  
HARTFORD CT 06103*

### 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*

# 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 <b>McHale David R</b>			2. Issuer Name and Ticker or Trading Symbol <b>NORTHEAST UTILITIES [NU]</b>			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) <b>EVP and Chief Admin Off</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>					
C/O NORTHEAST UTILITIES, 56 PROSPECT 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)								
HARTFORD, CT 06103								
(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	01/24/2013		E		4,393 <sup>(1)</sup>	D	\$39.77	173,884 <sup>(2)</sup>	D	
Common Shares, \$5.00 par value								6,667 <sup>(3)</sup>	I	By 401(k) Plan Trustee

**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						Title
Phantom Shares	(4)						(4)	(4)	Common Shares,	568 <sup>(4)</sup>		568 <sup>(4)</sup>	D	

														\$5.00 par value					
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**Explanation of Responses:**

1. Disposition of restricted share units to satisfy tax withholding obligations upon settlement.
2. Includes shares and restricted share units and dividend equivalents thereon.
3. Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, according to information supplied by the plan's recordkeeper.
4. Reporting Person's deferred compensation under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive the cash value of one NU common share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from the line item reporting under SEC Rule 16a-11.

**Signatures**

[/s/David R. McHale](#)

\*\* Signature of Reporting Person

[01/28/2013](#)

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.**