

NORTHEAST UTILITIES

Form 4/A

October 19, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MAY THOMAS J

(Last) (First) (Middle)

C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4

(Street)

SPRINGFIELD, MA 01105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NORTHEAST UTILITIES [NU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/19/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President, CEO & Trustee

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$5.00 par value	10/17/2012		M		262,400	A	\$ 18.45
Common Shares, \$5.00 par value	10/17/2012		M		73,682	A	\$ 22.57
Common Shares, \$5.00 par value	10/17/2012		S <sup>(1)</sup>		336,082	D	\$ 39.5604 <sup>(2)</sup>

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value

Common Shares, \$5.00 par value 10/18/2012 M 188,718 A \$ 22.57 558,454 D

Common Shares, \$5.00 par value 10/18/2012 S<sup>(1)</sup> 188,718 D \$ 39.5231 369,736 D  
(3)

Common Shares, \$5.00 par value 61,190 I 401k Plan

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

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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
Employee Stock Option (Right to Buy)	\$ 18.45	10/17/2012		M	262,400	04/28/2007 04/28/2014	Common Shares, \$5.00 par value 262,400
Employee Stock Option (Right to Buy)	\$ 22.57	10/17/2012		M	73,682	06/09/2008 06/09/2015	Common Shares, \$5.00 par value 73,682
Employee Stock Option (Right to Buy)	\$ 22.57	10/18/2012		M	188,718	06/09/2008 06/09/2015	Common Shares, \$5.00 par value 188,718

