

EVERSOURCE ENERGY
Form 4
August 21, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 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 EVERSOURCE ENERGY, 300
CADWELL DRIVE**

(Street)

SPRINGFIELD, MA 01104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EVERSOURCE ENERGY [ES]

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chrmn of Bd, 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 Beneficial Ownership (Instr. 4)
Common Shares, \$5.00 par value	08/19/2015		M	174,496 A	\$ 26.9	515,729 ⁽¹⁾	D
Common Shares, \$5.00 par value	08/19/2015		S ⁽²⁾	174,496 D	\$ 51.3445 ⁽³⁾	341,233 ⁽¹⁾	D
Common Shares, \$5.00 par value	08/20/2015		S ⁽²⁾	17,410 D	\$ 52.04 ⁽⁴⁾	323,823 ⁽¹⁾	D

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Common
Shares,
\$5.00 par
value

67,403 ⁽⁵⁾ I

401k
Plan

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

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SEC 1474
(9-02)

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 of Shares
Employee Stock Option (Right to Buy)	\$ 26.9	08/19/2015		M	174,496	01/28/2013 01/28/2020		Common Shares, \$5.00 par value	174,496
Phantom Shares	<u>(6)</u>					<u>(6)</u> <u>(6)</u>		Common Shares, \$5.00 par value	899,900 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAY THOMAS J C/O EVERSOURCE ENERGY 300 CADWELL DRIVE SPRINGFIELD, MA 01104			Chrmn of Bd, President & CEO	Trustee

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for
Mr. May

08/21/2015

 **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).

(1) Includes restricted share units and dividend equivalents thereon.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2015.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.02 to \$51.72, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.14, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

(6) Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, 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 Eversource Energy common share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from line item reporting under SEC Rule 16a-11.

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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