

NATIONAL GRID PLC  
Form 11-K  
June 27, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 11-K

þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2011

OR

¨ TRANSITION REPORT PURSUANT TO 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-14958

**National Grid USA Companies**

**Incentive Thrift Plan II**

National Grid USA

40 Sylvan Rd

Waltham, MA 02451-1120

National Grid plc

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**1-3 Strand**

**London WC2N 5EH**

**England**

**REQUIRED INFORMATION**

The financial statements required by Form 11-K are filed as exhibits and incorporated herein by reference.

**EXHIBITS**

- 99.1 Financial statements of National Grid USA Companies Incentive Thrift Plan II
- 99.2 Consent of Clifton Larson Allen LLP, independent registered public accounting firm

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the National Grid USA Service Company, Inc. The Investment and Benefits Committees (collectively the Plan Administrator for the National Grid USA Companies Incentive Thrift Plan II) has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL GRID USA COMPANIES

INCENTIVE THRIFT PLAN II

Date: June 27, 2012

By /s/ Lorraine Lynch  
Lorraine Lynch  
Member

National Grid USA Service Company, Inc.

Investment Committee