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Olivier Leon 3 Form 4 February 21, 2 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	4 UNITED S box s ^{box} STATEM 5. Filed purs Section 17(a	ENT O	Was F CHAN Section 16	hingto GES I SECU 5(a) of ility H	N B U RI (the foldi	D.C. 205 BENEFI TIES Securiti ing Com	549 CIA es Ez pany	L OW xchang Act c	COMMISSION NERSHIP OF ge Act of 1934, of 1935 or Section 40	OMB Number: Expires: Estimated burden hou response	urs per		
1. Name and Address of Reporting Person * 2. Issue Olivier Leon J Symbol								-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date (Month/				ORTHEAST UTILITIES [NU] Date of Earliest Transaction onth/Day/Year) /31/2012				1	(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) below) Executive VP and COO				
				endment, Date Original nth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State) (Zip)	Table	I - Noi	n-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares, \$5.00 par value	02/16/2012			Code A	V	Amount 9,680	(D) A	Price \$ 0	(Instr. 3 and 4) 123,201 (1)	D			
Common Shares, \$5.00 par value	02/16/2012			А		6,369 (2)	A	\$ 0	129,570 <u>(1)</u>	D			
Common Shares, \$5.00 par value									2,166 <u>(3)</u>	Ι	By 401(k) Plan Trustee		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)		4. Transacti Code (Instr. 8)	5. Number onof 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)		8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(4)</u>	01/31/2012	(4)	А	281	<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	281	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Olivier Leon J								
C/O NORTHEAST UTILITIES			Executive					
56 PROSPECT STREET			VP and COO					
HARTFORD, CT 06103								

Signatures

/s/Leon J. 02/21/2012 Olivier **Signature of Date

Reporting Person

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 reinvested dividend equivalents thereon.
- (2) Grant of restricted share units under the 2012 2014 Long Term Incentive Plan.

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(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.

Matching contribution of reporting person's deferred compensation under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as Common Shares. Each phantom share represents

(4) Executives, a non-qualified deferred compensation plan, that are 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.