

JUDGE JAMES J
Form 4
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 *
JUDGE JAMES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

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

(Street)

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

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

SPRINGFIELD, MA 01105

(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	(D)	Price
Common Shares, \$5.00 par value	10/17/2012		M		52,480	A	\$ 28.12
Common Shares, \$5.00 par value	10/17/2012		M		39,360	A	\$ 24.74
Common Shares, \$5.00 par value	10/17/2012		M		48,544	A	\$ 25.93

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value								
Common Shares, \$5.00 par value	10/17/2012	M	39,360	A	\$ 26.9	368,804	D	
Common Shares, \$5.00 par value	10/17/2012	S ⁽¹⁾	179,744	D	\$ 39.5	189,060	D	
Common Shares, \$5.00 par value	10/17/2012	M	34,581	A	\$ 39.49	223,641	D	
Common Shares, \$5.00 par value	10/17/2012	D ⁽²⁾	34,581	D	\$ 39.49	189,060	D	
Common Shares, \$5.00 par value						20,927	I	401k Plan

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

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(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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 28.12	10/17/2012		M	52,480	05/03/2010	05/03/2017	Common Shares, \$5.00 par value	52,480

Employee Stock Option (Right to Buy)	\$ 24.74	10/17/2012	M	39,360	01/24/2011	01/24/2018	Common Shares, \$5.00 par value	39,360
Employee Stock Option (Right to Buy)	\$ 25.93	10/17/2012	M	48,544	01/22/2012	01/22/2019	Common Shares, \$5.00 par value	48,544
Employee Stock Option (Right to Buy)	\$ 26.9	10/17/2012	M	39,360	04/10/2012	01/28/2020	Common Shares, \$5.00 par value	39,360
Phantom Shares	(3)	10/17/2012	M	34,581	(3)	(3)	Common Shares, \$5.00 par value	34,581

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUDGE JAMES J C/O NORTHEAST UTILITIES ONE FEDERAL STREET, BUILDING 111-4 SPRINGFIELD, MA 01105			EVP & CFO	

Signatures

Samuel K. Lee, attorney-in-fact for Mr. Judge
10/19/2012

**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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 4, 2012.

The disposition of 34,581 Common Shares, which shares were held in the reporting person's accounts at State Street Bank and Trust

(2) Company pursuant to the terms of the NSTAR Deferred Compensation Plan, was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 4, 2012.

(3) Phantom shares held in the NSTAR Deferred Compensation Plan. Each phantom share represents the right to receive the cash value of one 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.

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