

JUDGE JAMES J
Form 4/A
November 02, 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)
C/O NORTHEAST UTILITIES, ONE FEDERAL STREET, BUILDING 111-4

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2012

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

(Street)
SPRINGFIELD, MA 01105

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$5.00 par value	10/05/2012		M		1,958	A	\$ 39.49
Common Shares, \$5.00 par value	10/05/2012		D		<u>1,958</u> ⁽¹⁾	D	\$ 39.49
Common Shares, \$5.00 par value	10/09/2012		M		272	A	\$ 39.49

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value								
Common Shares, \$5.00 par value	10/09/2012	D	272 ⁽¹⁾	D	\$ 39.49	189,060	D	
Common Shares, \$5.00 par value	10/17/2012	M	30,445 ⁽²⁾	A	\$ 39.49	219,505	D	
Common Shares, \$5.00 par value	10/17/2012	D	30,445 ^{(1) (2)}	D	\$ 39.49	189,060	D	
Common Shares, \$5.00 par value	10/31/2012	M	1,906	A	\$ 39.49	190,966	D	
Common Shares, \$5.00 par value	10/31/2012	D	1,906 ⁽¹⁾	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)	8. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	⁽³⁾	10/05/2012		M	(A) 1,958	⁽³⁾	⁽³⁾		1,958

Phantom Shares								Common Shares, \$5.00 par value	
Phantom Shares	(3)	10/09/2012	M	272	(3)	(3)		Common Shares, \$5.00 par value	272
Phantom Shares	(3)	10/17/2012	M	30,445	(3)	(3)		Common Shares, \$5.00 par value	30,445
Phantom Shares	(3)	10/31/2012	M	1,906	(3)	(3)		Common Shares, \$5.00 par value	1,906

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

/s/ Richard J. Morrison, attorney-in-fact for Mr. Judge

11/02/2012

__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) The disposition of Common Shares, which shares were held in reporting person's accounts at State Street Bank and Trust 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.

(2) This report is made to correct a report on Form 4 filed on October 19, 2012 that incorrectly reported 34,581 shares as having all been sold on October 17, 2012. The correct dates of the dispositions of the 34,581 shares are as follows: October 5, 2012 (1,958 shares); October 9, 2012 (272 shares); October 17, 2012 (30,445 shares); and October 31, 2012 (1,906 shares).

(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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