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NORTHEAST UTILITIES SYSTEM

Form 8-A12B/A

February 01, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NORTHEAST UTILITIES
(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State of incorporation or organization)

04-2147929
(I.R.S. Employer Identification No.)

175 Brush Hill Avenue, West Springfield, Massachusetts
(Address of principal executive offices)

01090
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|---|
|---|---|

| | |
|------------------------------|-------------------------|
| Common Share Purchase Rights | New York Stock Exchange |
|------------------------------|-------------------------|

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Securities to be Registered.

On January 7, 2002, the Board of Trustees of Northeast Utilities the "Company") approved a second amendment to the Company's Shareholder

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Rights Agreement dated as of February 23, 1999, as amended by an Amendment to Rights Agreement dated as of October 12, 1999. Such amendment removed all references to Consolidated Edison, Inc. and its affiliates so that such companies would not be excluded from the definition of "Acquiring Person" under the agreement. The amendment also made other conforming changes to the agreement.

A copy of the Rights Agreement and amendments thereto is filed herewith or incorporated by reference as an exhibit hereto and is hereby incorporated by reference.

Item 2. Exhibits.

1. Form of Rights Agreement dated as of February 23, 1999 between Northeast Utilities and Northeast Utilities Service Company, which includes, as Exhibit A thereto, the form of Right Certificate (incorporated by reference to Exhibit 1 to the Form 8-A dated and filed as of April 12, 1999 by Northeast Utilities).
2. Form of Amendment to Rights Agreement dated as of October 12, 1999 between Northeast Utilities and Northeast Utilities Service Company (incorporated by reference to Exhibit 10 to the Form 8-K filed as of October 19, 1999 by Northeast Utilities).
3. Form of Second Amendment to Rights Agreement dated as of January 8, 2002 between Northeast Utilities and Northeast Utilities Service Company.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NORTHEAST UTILITIES

By: /s/ Gregory B. Butler
Name: Gregory B. Butler
Title: Vice President,
Secretary and General Counsel
Date: February 1, 2002