

NORTHEAST UTILITIES  
Form S-8 POS  
March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008

Registration No. 333-52413

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**NORTHEAST UTILITIES**

(Exact Name of Registrant as Specified in its Charter)

(Exact Name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State of Incorporation)

**04-2147929**  
(IRS Employer Identification Number)

**One Federal Street, Building 111-4, Springfield, MA 01105 (413) 785-5871**  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Principal Executive Offices)

Northeast Utilities Incentive Plan

(Full Title of the Plan)

Kerry J. Kuhlman

Vice President and Secretary

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Northeast Utilities Service Company

107 Selden Street

Berlin, CT 06037

(860) 665-5000

(Name, address and telephone number, including area code, of Agent for Service)

**This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed solely to remove from registration securities that were registered and will not be issued in connection with the Registrant's offering.**

On May 12, 1998, Northeast Utilities (the Registrant) filed its Registration Statement on Form S-8 (No. 333-52413) (the Registration Statement) with the Securities and Exchange Commission with respect to 3,000,000 of the Registrant's common shares which were to be issued in connection with the Registrant's Incentive Plan (the Plan).

On May 8, 2007, the Plan was replaced by an Amended and Restated Incentive Plan and no further common shares will be issued under the Plan.

Pursuant to the Registrant's undertaking in Part II, Item 9 in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to withdraw the Registration Statement, including all exhibits to the Registration Statement, with respect to all unsold shares of Registrant common shares registered under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Berlin, State of Connecticut, on this 25<sup>th</sup> day of March, 2008.

NORTHEAST UTILITIES  
(REGISTRANT)

By: /s/ Charles W. Shivery

Charles W. Shivery  
*Chairman of the Board,  
President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <b>SIGNATURE</b>       | <b>TITLE</b>   | <b>DATE</b>    |
|------------------------|--|----------------|
| /s/ Charles W. Shivery |  |                |
| Charles W. Shivery     | Chairman of the Board, President and Chief Executive Officer and a Trustee | March 25, 2008 |
| /s/ David R. McHale    |  |                |
| David R. McHale        | Senior Vice President and Chief Financial Officer                          | March 25, 2008 |
| /s/ Shirley M. Payne   |  |                |
| Shirley M. Payne       | Vice President Accounting and Controller                                   | March 25, 2008 |
|                        | Trustee  | March 25, 2008 |

Richard H. Booth

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|                     |         |                |
|---------------------|---------|----------------|
| Cotton M. Cleveland | Trustee | March 25, 2008 |
|---------------------|---------|----------------|

|                    |         |                |
|--------------------|---------|----------------|
| Sanford Cloud, Jr. | Trustee | March 25, 2008 |
|--------------------|---------|----------------|

|                 |         |                |
|-----------------|---------|----------------|
| James F. Cordes | Trustee | March 25, 2008 |
|-----------------|---------|----------------|

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|                    |         |                |
|--------------------|---------|----------------|
| E. Gail de Planque | Trustee | March 25, 2008 |
|--------------------|---------|----------------|

|                |         |                |
|----------------|---------|----------------|
| John G. Graham | Trustee | March 25, 2008 |
|----------------|---------|----------------|

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|                     |         |                |
|---------------------|---------|----------------|
| Elizabeth T. Kennan | Trustee | March 25, 2008 |
|---------------------|---------|----------------|

|                 |         |                |
|-----------------|---------|----------------|
| Kenneth Liebler | Trustee | March 25, 2008 |
|-----------------|---------|----------------|

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|                      |         |                |
|----------------------|---------|----------------|
| Robert E. Patricelli | Trustee | March 25, 2008 |
|----------------------|---------|----------------|

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John F. Swope

Trustee

March 25, 2008

\*By: /s/ Jeffrey C. Miller

Jeffrey C. Miller

Attorney-in-Fact

March 25, 2008

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Berlin, State of Connecticut, on this 25<sup>th</sup> day of March, 2008.

NORTHEAST UTILITIES INCENTIVE PLAN

By: /s/ Jean M. LaVecchia

Jean M. LaVecchia

Vice President Human Resources

Northeast Utilities Service Company