

SHIVERY CHARLES W
 Form 4
 February 03, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 SHIVERY CHARLES W

(Last) (First) (Middle)
 C/O NORTHEAST UTILITIES, 107
 SELDEN STREET
 (Street)

BERLIN, CT 06037

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/30/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
 Chair of the Bd, Pres & CEO / Trustee

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Shares, \$5.00 par value					363,874 ⁽¹⁾	D	
Common Shares, \$5.00 par value					1,476 ⁽²⁾	I	401K Plan

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Shares	(3)	01/30/2009		A	1,030	(3) (3)	Common Shares	1,030 \$ 25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIVERY CHARLES W C/O NORTHEAST UTILITIES 107 SELDEN STREET BERLIN, CT 06037			Chair of the Bd, Pres & CEO	Trustee

Signatures

Charles W. Shivery 02/03/2009

**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) Includes restricted share units and dividend equivalents thereon. In addition, the reporting person holds 29,024 options to purchase Common Shares, previously reported on Form 4. Included among shares directly held are 418 shares acquired on July 31, 2008 pursuant to Northeast Utilities Employee Stock Purchase Plan II, a Section 423(b) plan under the Internal Revenue Code, which shares are exempt from Form 4 reporting. Of the total shares owned, the reporting person holds 1,500 of these shares jointly with his spouse.
 - (2) Shares held in trust under the Northeast Utilities Service Company 401K Plan, a qualified plan, as of January 30, 2009, according to information supplied by the Plan's recordkeeper.
 - (3) Matching contribution of reporting person's deferred compensation contributions in 2008 under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan, that are nominally invested as Common Shares (hereby referred to as phantom shares). While the average share price for the matching contributions was \$25.33, the actual price was determined

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on the applicable payroll date on which the deferred compensation contribution was made. Each phantom share represents the right to receive the cash value of one share of NU common 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.