**ROBB JAMES B** Form 4 October 05, 2010

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

Form filed by More than One Reporting

Person

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBB JAMES B			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NORTHEAST UTILITIES [NU]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O NORTHEAST UTILITIES, 56 PROSPECT STREET  (Street)			10/01/2010	X Officer (give title Other (specify			
				below) below) Sr VP-Enterprise Plan. & Dev.			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

#### HARTFORD, CT 06103

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Shares, \$5.00 par value	10/01/2010				` /		19,514 (2)	D	
Common Shares, \$5.00 par value							615 (3)	I	401k Plan

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac	5. tionNumber	6. Date Exer Expiration D		7. Title and A Underlying S		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	(Wondin Day, Tear)	any (Month/Day/Year)	Code (Instr. 8	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) (Instr. 3 an		(Instr. 3 and		Security (Instr. 5)
				Code '	4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	573 (4)	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBB JAMES B C/O NORTHEAST UTILITIES 56 PROSPECT STREET HARTFORD, CT 06103

Sr VP-Enterprise Plan. & Dev.

### **Signatures**

/s/ James B. Robb, By: O. Kay

Comendul/POA 10/05/2010

\*\*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) Disposition of restricted share units upon vesting to satisfy tax withholding obligations.
- (2) Includes restricted share units and reinvested dividend equivalents.
- (3) Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, as of October 1, 2010, according to information supplied by the plan's record keeper.

**(4)** 

Reporting Owners 2

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The reporting person holds phantom shares of NU Common under the Northeast Utilities Deferred Compensation Plan for Executives, a non-qualified deferred compensation plan (the DCP), made as matching contributions under the DCP. 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 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.