

PATRICELLI ROBERT E
 Form 4
 December 06, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 PATRICELLI ROBERT E

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)
 12/02/2010

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Trustee

(Street)
 SPRINGFIELD, MA 01105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Shares, \$5.00 par value	12/02/2010		M		2,500 (1)	A	\$ 18.45 49,297 D
Common Shares, \$5.00 par value	12/02/2010		S		100	D	\$ 31.75 49,197 D
Common Shares, \$5.00 par	12/02/2010		S		2,400	D	\$ 31.7535 46,797 D

value

Common Shares, \$5.00 par value
 12/02/2010 M 2,500⁽²⁾ A \$ 21.03 49,297 D

Common Shares, \$5.00 par value
 12/02/2010 S 2,500 D \$ 31.7535 46,797⁽³⁾ D

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

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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)
Employee Stock Option (Right to Buy)	\$ 18.45	12/02/2010		M	2,500	02/26/2003 ⁽¹⁾ 02/26/2012	Common Shares, \$5.00 par value 2,500
Employee Stock Option (Right to Buy)	\$ 21.03	12/02/2010		M	2,500	02/27/2002 ⁽²⁾ 02/27/2011	Common Shares, \$5.00 par value 2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PATRICELLI ROBERT E
C/O NORTHEAST UTILITIES
ONE FEDERAL STREET, BUILDING 111-4
SPRINGFIELD, MA 01105

Trustee

Signatures

Robert E. Patricelli, By: O. Kay
Comendul/POA

12/06/2010

__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) The options exercised to purchase 2,500 Common Shares were granted on February 26, 2002 and vested 50% on that date and 50% on February 26, 2003.
 - (2) The options exercised to purchase 2,500 Common Shares were granted on February 27, 2001 and vested 50% on that date and 50% on February 27, 2002.
 - (3) Mr. Patricelli's total includes unvested restricted share units and dividend equivalents thereon.

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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