

EVERSOURCE ENERGY
Form 4
October 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
MAY THOMAS J

(Last) (First) (Middle)

C/O EVERSOURCE ENERGY, 300
CADWELL DRIVE

(Street)

SPRINGFIELD, MA 01104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EVERSOURCE ENERGY [ES]

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

10/05/2016

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)

Chrmn of the Board & 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)
			Code	V	Amount or Price		
Common Shares, \$5.00 par value	10/05/2016		M		883,770 ⁽¹⁾	A	<u>11</u> 1,201,426 ⁽²⁾ D
Common Shares, \$5.00 par value	10/05/2016		F		321,928 ⁽³⁾	D	\$ 52.56 879,498 ⁽²⁾ D
Common Shares, \$5.00 par value							70,678 ⁽⁴⁾ I 401k Plan

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through stock price appreciation that took place during the term of Mr. May's leadership and also through the accumulation of additional shares through dividend reinvestment. Each stock equivalent phantom share was settled for and represented the economic equivalent of one Eversource common share.

- (2) Includes the converted stock equivalent phantom shares noted in line 1, column 4, shares held in brokerage accounts, deferred shares awarded in July, 2016 as equity compensation for service as Chairman of the Board following Mr. May's retirement on June 30, 2016, and dividend equivalents thereon.
- (3) Withholding by the registrant of common shares to satisfy current Federal and state tax withholding applicable to the conversion and distribution of deferred stock equivalent phantom shares. Because the receipt of the shares was deferred, tax withholding obligations arise upon their receipt by Mr. May as actual common shares. No proceeds of the disposition of shares to satisfy tax withholding obligations will be paid to Mr. May.
- (4) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.
- (5) Represents the disposition by conversion of the same deferred stock equivalent phantom shares disclosed as acquired common shares in Table I. Each share represents the right to receive one Eversource common share upon a distribution event. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents exempt from line item reporting under SEC Rule 16a-11.

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