

EVERSOURCE ENERGY

Form 4

February 27, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLAN JOSEPH R JR

(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)
02/23/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP-Customer & Corp Relations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Shares, \$5.00 par value	02/23/2017		A	4,923 (1)	A \$ 0 20,442 (2)	D	
Common Shares, \$5.00 par value	02/23/2017		F	1,791 (3)	D \$ 56.15 18,651 (2)	D	
Common Shares, \$5.00 par value	02/24/2017		S	6,282 (4)	D \$ 58.279 12,369 (2) (5)	D	

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Common
Shares,
\$5.00 par
value

17,373 ⁽⁶⁾ I 401k Plan

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

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(9-02)

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 of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(7)					(7)	(7)	Common Shares, \$5.00 par value	54,024 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NOLAN JOSEPH R JR C/O EVERSOURCE ENERGY 300 CADWELL DRIVE SPRINGFIELD, MA 01104	EVP-Customer & Corp Relations

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr.
Nolan

02/27/2017

 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) Performance shares and dividend equivalent shares for the 2014-2016 Long-Term Incentive Program as determined on February 23, 2017.

(2) Includes restricted share units and dividend equivalents thereon.

(3) Shares withheld to satisfy tax withholding obligation.

The transaction was executed in multiple trades at prices ranging from \$58.18 to \$58.37. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) A fractional share interest was settled in cash in connection with the sale of shares from the reporting person's brokerage account.

(6) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, a non-qualified deferred compensation plan, that is nominally invested as common shares. Each phantom share represents the right to receive one Eversource Energy common share 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.

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