LEMBO PHILIP J
Form 4
February 09, 2018

# FORM 4

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

**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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEMBO PHILIP 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)
02/07/2018

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 below) _____ Other (specify below)
EVP & Chief Financial Officer

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 (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 | (A) or (D) | Price | | | |
| Common Shares, $5.00 par value | 02/07/2018 | | A | | 10,682 (1) | A | $ 0 | 33,803 (2) | D | |
| Common Shares, $5.00 par value | 02/07/2018 | | A | | 1,983 (3) | A | $ 0 | 35,786 (2) | D | |
| Common Shares, $5.00 par value | | | | | | | | 2,676 (4) | I | 401K Plan (Trustee) |

| | | | | |
|---|---|---|---|---|
| Common Shares, $5.00 par value | | 409 | I | Custodial Account for grandchild |

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

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SEC 1474 (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 | (5) | | | | | | | (5) | (5) | Common Shares, $5.00 par value | 3,890 (5) | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LEMBO PHILIP J<br>C/O EVERSOURCE ENERGY<br>300 CADWELL DRIVE<br>SPRINGFIELD, MA 01104 | | | EVP & Chief Financial Officer | |

# Signatures

| | |
|---|---|
| /s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Lembo | 02/09/2018 |
| **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)** Grant of restricted share units (RSUs) which vests in three equal installments on February 7, 2019, 2020, and 2021, subject to shareholder approval. Restricted share units are distributable in Eversource Energy common shares on a one-for-one basis. RSU holders are entitled to receive dividend equivalents, exempt from line item reporting under SEC Rule 16a-11, to the same extent dividends are paid on common shares.

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

**(3)** Performance shares and dividend equivalent shares for the 2015-2017 Long-Term Incentive Program as determined on February 7, 2018.

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

**(5)** 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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