

BUTLER GREGORY B  
 Form 5  
 February 13, 2003

**FORM 5** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

**ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP**

OMB Number:  
 3235-0362  
 Expires: January  
 31, 2005  
 Estimated average  
 burden  
 hours per  
 response. . .1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Butler Gregory B.</b>                                 | 2. Issuer Name and Ticker or Trading Symbol<br><b>NORTHEAST UTILITIES (NU)</b> | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)   |
| (Last) (First) (Middle)<br><br><b>c/o Northeast Utilities<br/>                 107 Selden Street</b> | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  | 4. Statement for Month/Year<br><b>12/2002</b><br><br><b>Vice President, Secretary and General Counsel</b>  |
| (Street)<br><br><b>Berlin, CT 06037</b>  | 5. If Amendment, Date of Original (Month/Year)                                 | 7. Individual or Joint/Group Filing (check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person<br><br>(City) (State) (Zip)<br><br><b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b><br><br>1. Title of Security (Instr. 3)<br><br>2. Transaction Date (Month/Day/Year)<br><br>2A. Deemed Execution Date, if any (Month/Day/Year)<br><br>3. Transaction Code (Instr. 8) |

4. Securities Acquired (A)  
or Disposed of (D)  
(Instr. 3, 4 & 5)

5. Amount of Securities  
Beneficially Owned at  
the end of Issuer's  
Fiscal Year  
(Instr. 3 & 4)

6. Ownership  
Form:  
Direct (D)  
or  
Indirect (I)  
(Instr. 4)

7. Nature of Indirect  
Beneficial Ownership  
(Instr. 4) Amount(A) or (D)

Price

**Common Shares, \$5 par value**

**1,315 shs**  
**See Note 1**

**I**

**By 401k Plan  
trustee**

**Common Shares, \$5 par value**

**2/23/2002**

**F**

**279 shs**

**A**

**\$18.60**

D



|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**FORM 5 (continued) 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 & 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. s<br>F<br>D<br>S<br>D<br>o<br>I<br>( |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |  |
| <b>Options to Purchase</b>                 |  |                                      |  |                                |  |     |  |                 |   |                            |  | <b>45,516</b>   |  |
|  |  |                                      |  |                                |  |     |  |                 |   |                            |  |   |  |
|  |  |                                      |  |                                |  |     |  |                 |   |                            |  |   |  |
|  |  |                                      |  |                                |  |     |  |                 |   |                            |  |   |  |
|  |  |                                      |  |                                |  |     |  |                 |   |                            |  |   |  |

Explanation of Responses:

**Note 1. Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, as of December 31, 2002, according to information supplied by the plan's recordkeeper.**

/s/ Gregory B. Butler  
 \*\*Signature of Reporting Person

February 12, 2003  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.