

NORTHEAST UTILITIES  
Form 8-K  
July 02, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 2, 2009**

Commission

File Number

Registrant; State of  
Incorporation

Address: and  
Telephone Number

I.R.S. Employer

Identification No.

**1-5324**

**NORTHEAST  
UTILITIES**

**04-2147929**

(a Massachusetts  
voluntary association)

One Federal Street,  
Building 111-4

Springfield,  
Massachusetts 01105

Telephone: (413)  
785-5871

**0-7624**

**WESTERN  
MASSACHUSETTS  
ELECTRIC**

**COMPANY**

**04-1961130**

(a Massachusetts  
corporation)

One Federal Street,  
Building 111-4

Springfield,  
Massachusetts 01105

Telephone: (413)  
785-5871

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o  
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o  
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o  
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 7 Regulation FD**

**Item 7.01 Regulation FD Disclosure**

On July 2, 2009, Western Massachusetts Electric Company ( WMECO ) notified holders of its four series of outstanding unsecured senior notes ( Senior Notes ) that it had filed a petition with the Massachusetts Department of Public Utilities (the DPU ) in which WMECO proposed to amend and restate the related September 1, 2003 Indenture (the Indenture ) to collateralize the Senior Notes with a first mortgage lien on WMECO s property. Such amendment and restatement is subject to approval by the DPU and a subsequent decision by WMECO to issue first mortgage bonds to finance future capital needs. Under the terms of the Indenture, if WMECO were to issue first mortgage bonds, it will be obligated to secure the Senior Notes equally and ratably with such first mortgage bonds.

See WMECO s notice to holders of Senior Notes attached as Exhibit 99.1 for additional information.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d)

**Exhibits.**

| <b>Description</b>                                     | <b>Exhibit Number</b> |
|--|-----------------------|
| Notice to holders of Senior Notes, dated July 2, 2009. | 99.1                  |

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**NORTHEAST UTILITIES**

**WESTERN MASSACHUSETTS ELECTRIC COMPANY**

**(Registrants)**

July 2, 2009

By:

/s/ Randy A. Shoop

Randy A. Shoop

Vice President and Treasurer