

EVERSOURCE ENERGY  
Form 4  
January 20, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIFFORD CHARLES K**

(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)  
**01/15/2016**

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 \_\_\_X\_\_\_ Other (specify below) below)  
Trustee

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Shares, \$5.00 par value | 01/15/2016                           |  | A                              |   | 2,637<br>(1)  | A  | \$ 0 17,578 (2) D                 |

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

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(9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Shares                             | (3)  |                                      |  |                                |   | (3) (3)  | Common Shares, \$5.00 par value                               | 46,502                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |         |
|--|---------------|-----------|---------|---------|
|  | Director      | 10% Owner | Officer | Other   |
| GIFFORD CHARLES K<br>C/O EVERSOURCE ENERGY<br>300 CADWELL DRIVE<br>SPRINGFIELD, MA 01104 |               |           |         | Trustee |

## Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Gifford 01/20/2016

\*\*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) Restricted share units that vested on January 19, 2016, receipt of the underlying shares has been deferred. Distribution will be made on a one-for-one basis in common shares on the 10th business day of January of the year following the reporting person's retirement from the Board.
- (2) Includes restricted share units and dividend equivalents thereon.
- (3) Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, formerly the Northeast Utilities Deferred Compensation Plan for Trustees, a non-qualified plan. These shares are nominally invested as common shares. Each phantom share represents the right to receive the cash value of one common share upon a distribution event, following vesting. Additional phantom shares are issued upon the automatic reinvestment of dividend-equivalents and are exempt from the 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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