

KENYON BRUCE D
 Form 5
 February 13, 2003

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

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

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

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|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* Kenyon Bruce D. | 2. Issuer Name and Ticker or Trading Symbol NORTHEAST UTILITIES (NU) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director* ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) |
| (Last) (First) (Middle) c/o Northeast Utilities 107 Selden Street | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year as of 12/31/2002 President - Generation Group (until 12/31/2002) *of certain subsidiaries (until 12/31/2002) |
| (Street) Berlin, CT 06037 | | 5. If Amendment, Date of Original (Month/Year) 7. Individual or Joint/Group Filing (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person (City) (State) (Zip) 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 & 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

1/2/2002

I

1,667 shs

D

\$18.00

**5,435 shs
See Note 1**

I

**By 401k Plan
trustee**

Common Shares, \$5 par value

** nbsp;nbsp;**

** nbsp;nbsp;**

20,472 shs
See Note 2

I

Deferred
Comp Plan

Common Shares, \$5 par value

2/23/2002

F

572 shs
See Note 3

D

\$18.60

61,682 shs
See Note 4

D

| | | | |
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* 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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|---------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | Title |
| Options to Purchase | \$18.58 | 2/25/2002 | | A | 23,800 | | See Note 5 | 2/25/2012 | NU Common Shares, \$5 par | 23,800 | N/A | 119,840 |
| | | | | | | | | | | | | |
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Explanation of Responses:

Note 1. Shares held in trust under the Northeast Utilities Service Company 401k Plan, a qualified plan, as of January 31, 2003, according to information supplied by the plan's recordkeeper.

Note 2. Shares receipt of which has been deferred pursuant to the Northeast Utilities Deferred Compensation Plan for Executives, as of January 31, 2003, according to information supplied by the plan's recordkeeper.

Note 3. Disposition of restricted shares to satisfy tax obligation upon vesting.

Note 4. Includes dividend reinvestment shares.

Note 5. One-third on each of 2/25/2003, 2/25/2004, and 2/25/2005.

/s/ **Bruce D. Kenyon, by O. Kay Comendul POA** **February 7, 2003**
 **Signature of Reporting Person Date

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**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.