NOLAN JOSEPH R JR

Form 4

February 22, 2019

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NOLAN JOSEPH R JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EVERSOURCE ENERGY [ES]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

02/21/2019

CADWELL DRIVE

Other (specify _X__ Officer (give title below)

EVP-Customer & Corp Relations

C/O EVERSOURCE ENERGY, 300

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SPRINGFIELD, MA 01104

(City)	(State)	(Zip) Table	e I - Non-D	erivative Secu	ırities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (E) Code (Instr. 3, 4 and 5) (Instr. 8)		sed of (D) d 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares,	02/21/2019		Code V	(A or Amount (D 2,068 D) Price	Transaction(s) (Instr. 3 and 4) 22,960 (2)	D	

(1)

02/21/2019

70.27

\$5.00 par value

Common

Shares, \$5.00 par

 $18,818 \stackrel{(3)}{=}$ Ι 401k Plan

value

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	•	Year)	(Instr. 3 and	4)	Security (Instr. 5)
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares, \$5.00 par value	57,607 (4)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOLAN JOSEPH R JR C/O EVERSOURCE ENERGY 300 CADWELL DRIVE SPRINGFIELD, MA 01104

EVP-Customer & Corp Relations

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Nolan

02/22/2019

**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) Disposition of common shares to satisfy tax withholding obligations.
- (2) Includes restricted share units and dividend equivalents thereon.
- (3) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.
- (4) 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

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.