

Carmody Christine M
 Form 4
 February 09, 2018

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 *
 Carmody Christine M

2. Issuer Name and Ticker or Trading Symbol
 EVERSOURCE ENERGY [ES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O EVERSOURCE ENERGY, 300 CADWELL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP - HR and IT

(Street)
 SPRINGFIELD, MA 01104

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares, \$5.00 par value | 02/07/2018 | | A | 6,862 ⁽¹⁾ | A \$ 0 58,169 ⁽²⁾ | D | |
| Common Shares, \$5.00 par value | 02/07/2018 | | A | 4,084 ⁽³⁾ | A \$ 0 62,253 ⁽²⁾ | D | |
| Common Shares, \$5.00 par value | | | | | 8,089 ⁽⁴⁾ | I | 401k |

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

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(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Phantom Shares | (5) | | | | | (5) | (5) | Common Shares, \$5.00 par value | 182 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carmody Christine M C/O EVERSOURCE ENERGY 300 CADWELL DRIVE SPRINGFIELD, MA 01104 | | | EVP - HR and IT | |

Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Ms. Carmody 02/09/2018

__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) Grant of restricted share units (RSUs) which vests in three equal installments on February 7, 2019, 2020, and 2021, subject to shareholder approval. Restricted share units are distributable in Eversource Energy common shares on a one-for-one basis. RSU holders are entitled to receive dividend equivalents, exempt from line item reporting under SEC Rule 16a-11, to the same extent dividends are paid on common

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shares.

- (2) Includes restricted share units and dividend equivalents thereon.
- (3) Performance shares and dividend equivalent shares for the 2015-2017 Long-Term Incentive Program as determined on February 7, 2018.
- (4) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.
- (5) 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 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.