

Olivier Leon J  
 Form 4  
 August 30, 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 \*  
 Olivier Leon J

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, 107 SELDEN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 08/28/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP- Energy Strategy/Bus. Dev.

(Street)  
 BERLIN, CT 06037

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Shares, \$5.00 par value | 08/28/2018                           |  | S                              |   | \$ 42,638 D 62.03 (1)   | 86,109 (2)   | D  |
| Common Shares, \$5.00 par value | 08/29/2018                           |  | S                              |   | \$ 7,362 D 62.01 (3)  | 78,747 (2)   | D  |
| Common Shares, \$5.00 par value |                                      |  |                                |   |   | 4,602 (4)  | I By 401(k) Plan Trustee                   |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Shares                             | (5)  |                                      |  |                                |   | (5) (5)  | Common Shares, \$5.00 par value                               | 4,204 (5)                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Olivier Leon J<br>C/O EVERSOURCE ENERGY<br>107 SELDEN STREET<br>BERLIN, CT 06037 |               |           | EVP- Energy Strategy/Bus. Dev. |       |

## Signatures

/s/ Kerry J. Tomasevich, attorney-in-fact for Mr. Olivier  
08/30/2018

\_\_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) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to \$62.195 per share, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

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separate price within the range set forth above.

- (2) Includes restricted share units and dividend equivalents thereon.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to

- (3) \$62.050 per share, inclusive. The reporting person undertakes to provide Eversource Energy, any security holder of Eversource Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) Shares held in trust under the Eversource 401k Plan, a qualified plan, according to information supplied by the Plan's record keeper.

Reporting Person's deferred compensation under the Eversource Deferred Compensation Plan, a non-qualified deferred compensation

- (5) 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.

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