

NORTHEAST UTILITIES  
Form S-8 POS  
March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008

Registration No. 333-52415

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**NORTHEAST UTILITIES**

(Exact Name of Registrant as Specified in its Charter)

(Exact Name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State of Incorporation)

**04-2147929**  
(IRS Employer Identification Number)

**One Federal Street, Building 111-4, Springfield, MA 01105 (413) 785-5871**  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Principal Executive Offices)  
Northeast Utilities Employee Share Purchase Plan

(Full Title of the Plan)

Kerry J. Kuhlman

Vice President and Secretary

Northeast Utilities Service Company  
107 Selden Street  
Berlin, CT 06037

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(860) 665-5000

(Name, address and telephone number, including area code, of Agent for Service)

**This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed solely to remove from registration securities that were registered and will not be issued in connection with the Registrant's offering.**

On May 12, 1998, Northeast Utilities (the Registrant) filed its Registration Statement on Form S-8 (No. 333-52415) (the Registration Statement) with the Securities and Exchange Commission with respect to 2,000,000 of the Registrant's common shares which were to be issued in connection with the Registrant's Employee Stock Purchase Plan (the Plan).

On January 1, 2001, the Plan was terminated and no further common shares will be issued under the Plan..

Pursuant to the Registrant's undertaking in Part II, Item 9 in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to withdraw the Registration Statement, including all exhibits to the Registration Statement, with respect to all unsold shares of Registrant common shares registered under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Northeast Utilities, the Registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berlin, State of Connecticut on the 24<sup>th</sup> day of March, 2008.

NORTHEAST UTILITIES  
(REGISTRANT)

By: /s/ Charles W. Shivery

Charles W. Shivery  
*Chairman of the Board,  
President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <b>SIGNATURE</b>       | <b>TITLE</b>   | <b>DATE</b>    |
|------------------------|--|----------------|
| /s/ Charles W. Shivery |  |                |
| Charles W. Shivery     | Chairman of the Board, President and Chief Executive Officer and a Trustee | March 24, 2008 |
| /s/ David R. McHale    |  |                |
| David R. McHale        | Senior Vice President and Chief Financial Officer                          | March 24, 2008 |
| /s/ Shirley M. Payne   |  |                |
| Shirley M. Payne       | Vice President Accounting and Controller                                   | March 24, 2008 |
| Richard H. Booth       | Trustee  | March 24, 2008 |

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Trustee

March 24, 2008

Cotton M. Cleveland

Sanford Cloud, Jr.

Trustee

March 24, 2008

James F. Cordes

Trustee

March 24, 2008

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|                    |         |                |
|--------------------|---------|----------------|
| E. Gail de Planque | Trustee | March 24, 2008 |
|--------------------|---------|----------------|

|                |         |                |
|----------------|---------|----------------|
| John G. Graham | Trustee | March 24, 2008 |
|----------------|---------|----------------|

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|                     |         |                |
|---------------------|---------|----------------|
| Elizabeth T. Kennan | Trustee | March 24, 2008 |
|---------------------|---------|----------------|

|                 |         |                |
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| Kenneth Liebler | Trustee | March 24, 2008 |
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|                      |         |                |
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| Robert E. Patricelli | Trustee | March 24, 2008 |
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|               |         |                |
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| John F. Swope | Trustee | March 24, 2008 |
|---------------|---------|----------------|

\*By: /s/ Jeffrey C. Miller

Jeffrey C. Miller

Attorney-in-Fact

March 24, 2008