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NORTHEAST UTILITIES
Form S-8
December 17, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

Northeast Utilities
(Exact name of registrant as specified in its charter)

Massachusetts 04-2147929
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

One Federal Street, Building 111-4
Springfield, Massachusetts 01105
(Address of Principal Executive Offices) (Zip Code)

Northeast Utilities Service Company 401K Plan
(Full Title of the Plan)

John H. Forsgren
Vice Chairman, Executive Vice President and Chief Financial Officer
Northeast Utilities
107 Selden Street
Berlin, Connecticut 06037
860-665-5000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Calculation of Registration Fee

Title of securities registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price	Amount of registration fee (3)
Common Shares, par value \$5.00	10,000,000	\$17.76	\$177,600,000.00	\$20,903.52

- In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be sold or offered pursuant to the employee benefit plan(s) described herein.
- Represents the fair market value of the common shares on December 13, 2004, based on the average of the high and low sale price reported by the Wall Street Journal as Composite Transactions for such date.
- \$117.70 per \$1 million of maximum aggregate offering price.

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This Registration Statement is being filed for the purpose of

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increasing the number of securities of the same class as other securities for which a Registration Statement of Northeast Utilities (the Registrant) on Form S-8 relating to the same employee benefit plan is effective.

The contents of the following Registration Statement on Form S-8 of the Registrant filed with the Securities and Exchange Commission is hereby incorporated by reference: File No. 33-63023, as amended.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT.

Item 8. Exhibits.

The following Exhibits are filed as a part of this Registration Statement:

Exhibit No.	Description
5	Not required - the Registrant has, in accordance with the provisions of Form S-8, submitted the Northeast Utilities Service Company 401K Plan, and undertakes to submit any amendment thereto, to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the plan.
15	Letter of Deloitte & Touche LLP to Northeast Utilities re: unaudited interim financial information.
23	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.

SIGNATURES

(The Registrant) Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Berlin, and State of Connecticut, on this 16th day of December, 2004.

NORTHEAST UTILITIES

By /s/John H. Forsgren
Vice Chairman,
Executive Vice President
and Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints Gregory B. Butler and Jeffrey C. Miller, and each of them singly, his or her true and lawful

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attorneys, with full power to each such attorney to sign for such person in his or her name, in the capacities indicated below, any and all amendments to this registration statement, hereby ratifying and confirming his or her signature as it may be signed by said attorneys to any and all amendments to said registration statement.

Signature	Title	Date
/s/Charles W. Shivery, Principal Executive Officer	Trustee, Chairman of the Board, President and Chief Executive Officer	December 16, 2004
/s/John H. Forsgren, Principal Financial Officer	Trustee, Vice Chairman, Executive Vice President and Chief Financial Officer	December 16, 2004
/s/John P. Stack, Principal Accounting Officer	Vice President-Accounting and Controller	December 16, 2004
/s/Richard H. Booth	Trustee	December 16, 2004
/s/Cotton Mather Cleveland	Trustee	December 16, 2004
/s/Sanford Cloud, Jr.	Trustee	December 16, 2004
/s/James F. Cordes	Trustee	December 16, 2004
/s/E. Gail de Planque	Trustee	December 16, 2004
/s/John G. Graham	Trustee	December 16, 2004
/s/Elizabeth T. Kennan	Trustee	December 16, 2004
/s/Robert E. Patricelli	Trustee	December 16, 2004
/s/John F. Swope	Trustee	December 16, 2004

(The Plan) Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Berlin, and State of Connecticut, on this 16th day of December, 2004.

NORTHEAST UTILITIES SERVICE COMPANY 401K PLAN

By /s/Jean M. LaVecchia
Plan Administrator