



DIVISION OF  
CORPORATION FINANCE

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

September 1, 2011

Via Email

Richard J. Morrison  
Assistant General Counsel/Secretary  
NSTAR  
800 Boylston Street, 17th Floor  
Boston, Massachusetts 02199

**Re: NSTAR  
Form 10-K for the Fiscal Year Ended December 31, 2010  
Filed February 10, 2011  
Amendment No. 1 to Form 10-K/A for the Fiscal Year Ended December 31,  
2010  
Filed April 29, 2011  
File No. 001-14768**

Dear Mr. Morrison:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Christopher F. Chase for

Mara L. Ransom  
Legal Branch Chief

cc: John Moreira  
NSTAR  
Via Email