

MIDDLESEX WATER CO
Form 4
October 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
OCONNOR A BRUCE

(Last) (First) (Middle)

32 BUCKINGHAM WAY

(Street)

FREEHOLD, NJ 07728-3172

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MIDDLESEX WATER CO [MSEX]

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

10/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Stock (Restricted Stock Book Entry)	10/01/2008		J	1,554 A	\$ 17.3	4,270	D
Common Stock (Restricted Stock Certificate Form)	10/01/2008		J	1,600 D	\$ 25.26	2,800	D
	10/01/2008		J	1,600 A		13,533	D

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Common Stock (DRP Certificate Form)	\$ 25.26		
Common Stock (DRP)	6,127	D	
Common Stock (Shares Held in Street Name)	500	D	
Common Stock (DRP)	2,087	I	Custodial Account Spouse for Daughter, Molly O'Connor
Common Stock (Shares Held in Street Name)	500	I	Custodial Account Spouse for Daughter, Molly O'Connor
Common Stock (DRP)	1,150	I	Custodial Account Spouse for Son, Alexander O'Connor
Common Stock (Shares Held in Street Name)	500	I	Custodial Account Spouse for Son, Alexander O'Connor
Common Stock (Shares Held in Street Name)	500	I	Account in the name of spouse, Susan O'Connor

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

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(9-02)

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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)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR A BRUCE 32 BUCKINGHAM WAY FREEHOLD, NJ 07728-3172			Vice President & CFO	

Signatures

s/Kenneth J. Quinn, Power of Attorney for A. Bruce O'Connor
 10/03/2008
 **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).
- 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.