

MIDDLESEX WATER CO
 Form 4
 December 01, 2011

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 *
OCONNOR A BRUCE

(Last) (First) (Middle)
 1500 RONSON ROAD
 (Street)

ISELIN, NJ 08830
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MIDDLESEX WATER CO [MSEX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2011

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) Code V Amount (D) Price			
Common Stock (Restricted Stock Book Entry)					7,515	D	
Common Stock (Book)					\$ 1,250	D	
Common Stock (DRP Certificate Form)					\$ 16,333	D	

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Common Stock (DRP)						\$ 7,569		D	
Common Stock (Shares Held in Street Name)						\$ 1,500 ⁽¹⁾		D	
Common Stock (Shares Held in Street Name)	11/30/2011	S	500	D	\$ 18.34	0 ⁽²⁾		I	Account in the name of spouse, Susan O'Connor
Common Stock (DRP)						2,382		I	Custodial Account Spouse for Daughter, Molly O'Connor
Common Stock (Shares Held in Street Name)	12/01/2011	S	199	D	\$ 18.52	301		I	Custodial Account Spouse for Daughter, Molly O'Connor
Common Stock (Shares Held in Street Name)	12/01/2011	S	301	D	\$ 18.54	0		I	Custodial Account Spouse for Daughter, Molly O'Connor
Common Stock (DRP)						1,313		I	Custodial Account Spouse for Son, Alexander O'Connor
Common Stock (DRP)						500		I	Custodial Account Spouse for Son, Alexander O'Connor

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

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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 Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR A BRUCE 1500 RONSON ROAD ISELIN, NJ 08830			Vice President & CFO	

Signatures

/s/ Kenneth J. Quinn, Power of Attorney for A. Bruce O'Connor
 12/01/2011
 **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) Amount of securities beneficially owned at end of month was inaccurately reported on October 4, 2011. The correct number of shares beneficially owned should have been 1,500 shares instead of 500 shares.
- (2) Amount of securities beneficially owned at end of month was inaccurately reported on October 4, 2011. The correct number of shares beneficially owned should have been 500 shares instead of 1,500 shares; The new total after the transaction on 11/30/11 is now 0 shares.

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.