

WHITNEY SANDRA L
Form 5
February 02, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WHITNEY SANDRA L

(Last) (First) (Middle)

6 LIBERTY LANE WEST

(Street)

HAMPTON, NH 03842

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITIL CORP [UTL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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)
Corporate Secretary

6. Individual or Joint/Group Reporting

(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)	Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, no par value.	02/15/2011	^	J ⁽¹⁾	4.015	A	\$ 22.699	0	D	^	
Common stock, no par value.	05/16/2011	^	J ⁽²⁾	3.769	A	\$ 24.548	0	D	^	
Common stock, no par value.	08/15/2011	^	J ⁽³⁾	3.646	A	\$ 25.732	0	D	^	

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- (3) Acquisition pursuant to reinvestment of dividends.
- (4) Acquisition pursuant to reinvestment of dividends.

Shares are held in trust under the terms and conditions of the Unitil Corporation Tax Deffered Savings and Investment Plan ("TDSIP").

Under the TDSIP, Unitil Corporation common stock is held in a unitized fund that consists of 95% share "units" and 5% cash. The

- (5) number of share units held may fluctuate daily depending on the open market per share price of Unitil Corporation common stock. In 2011, share units held decreased from the 2010 year end total due to a higher stock price on 12/31/11. No sale of shares or reallocation occurred.

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