MIDDLESEX WATER CO

Form 4

October 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

OCONNOR A BRUCE

OCONNOR A BRUCE			Symbol MIDDL	Symbol MIDDLESEX WATER CO [MSEX]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(Спеск ан аррисавіе)				
32 BUCKINGHAM WAY				(Month/Day/Year) 10/04/2010					Director 10% Owner Officer (give title Other (specify below) Vice President & CFO			
	(Street)		4. If Amen	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
FREEHOLD	Filed(Mont	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	Deemed ation Date, if th/Day/Year)	Code (Instr.	8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)		
Common Stock (Restricted Stock Book Entry)	10/01/2010			J		472	A	\$ 16.89	6,641	D		
Common Stock (Restricted Stock Certificate Form)	10/01/2010			J		1,500	D	\$ 16.89	0	D		
	10/01/2010			J		1,500	A		16,333	D		

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Common Stock (DRP Certificate Form)	\$ 16.89		
Common Stock (DRP)	7,570	D	
Common Stock (Shares Held in Street Name)	1,500	D	
Common Stock (DRP)	2,289	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)	1,262	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.

Persons who respond to the collection of information contained in this form are not (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

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

10/04/2010

**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.

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