

CHESAPEAKE UTILITIES CORP
Form 8-K
September 22, 2006

**United States
Securities and Exchange Commission
Washington, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 19, 2006

Chesapeake Utilities Corporation

(Exact name of registrant as specified in its charter)

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|---|-----------------------------|---|
| <u>Delaware</u> | <u>001-11590</u> | <u>51-0064146</u> |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

909 Silver Lake Boulevard, Dover, Delaware 19904
(Address of principal executive offices, including Zip Code)

(302) 734-6799
(Registrant's Telephone Number, including Area Code)

(Former name, former address and former fiscal year, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01. Notice of Failure to Satisfy a Continued Listing Rule or Standard.

On June 1, 2005, the Company timely submitted its annual CEO certification to the New York Stock Exchange (“NYSE”) for the fiscal year 2004, indicating its compliance with the NYSE listing standards. However, the Company received notice on September 19, 2006 from the NYSE indicating that it omitted to state in its 2005 Annual Report to Shareholders that the Company had submitted this certification to the NYSE, as required by the commentary to Section 303.12(a) of the NYSE listing standards.

The Company does not believe that the above-referenced omission is material and is curing its non-compliance by filing this Current Report on Form 8-K with the Securities and Exchange Commission. To the extent required, the Company will include this disclosure in future annual reports.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Chesapeake Utilities Corporation

/s/ Michael P. McMasters

Michael P. McMasters
Senior Vice President and Chief Financial Officer

Date: September 22, 2006