

MIDDLESEX WATER CO

Form 4/A

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)
 12/01/2011

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)
Common Stock (Restricted Stock Book Entry)				(A) or (D)			
			Code	V	Amount	(D)	Price
					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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(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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.

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