

MIDDLESEX WATER CO  
Form 4  
October 03, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OCONNOR A BRUCE**

(Last) (First) (Middle)

**32 BUCKINGHAM WAY**

(Street)

**FREEHOLD, NJ 07728-3172**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MIDDLESEX WATER CO [MSEX]**

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

**10/03/2008**

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)
Common Stock (Restricted Stock Book Entry)	10/01/2008		J	1,554 A	\$ 17.3 4,270	D	
Common Stock (Restricted Stock Certificate Form)	10/01/2008		J	1,600 D	\$ 25.26 2,800	D	
	10/01/2008		J	1,600 A	13,533	D	

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Common Stock (DRP Certificate Form)	\$ 25.26		
Common Stock (DRP)	6,127	D	
Common Stock (Shares Held in Street Name)	500	D	
Common Stock (DRP)	2,087	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)	1,150	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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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 Following Reported Transaction (Instr. 6)
				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 32 BUCKINGHAM WAY FREEHOLD, NJ 07728-3172	Vice President & CFO

## Signatures

s/Kenneth J. Quinn, Power of Attorney for A. Bruce O'Connor 10/03/2008

\_\_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.

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