

MIDDLESEX WATER CO  
Form 4  
November 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SULLIVAN DENNIS G

(Last) (First) (Middle)

6 BOWSPRIT DRIVE

(Street)

BAYVILLE, NJ 08721

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MIDDLESEX WATER CO [MSEX]

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

11/01/2005

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)  
President

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)
			Code	V	Amount	(D)	Price
Common Stock (Restricted Stock)	09/30/2005		J		1,900	A	\$ 22.38
					0		0
							D (1)
Common Stock (Restricted Stock)	09/30/2005		J		600	A	\$ 22.39
					0		0
							D (1)
Common Stock (Restricted Stock)	10/03/2005		A		2,500	A	\$ 22.95
					0		0
							D

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Common Stock (Restricted Stock)	10/03/2005	J	1,600	D	\$ 22.95	8,700	D <sup>(2)</sup>	
Common Stock	09/30/2005	D	1,900	D	\$ 22.38	0	D <sup>(1)</sup>	
Common Stock	09/30/2005	D	600	D	\$ 22.39	0	D <sup>(1)</sup>	
Common Stock	10/03/2005	J	1,600	A	\$ 22.95	3,366	D <sup>(2)</sup>	
Common Stock (Dividend Reinvestment)	11/01/2005	A	3	A	\$ 19.68	2,192	D <sup>(3)</sup>	
Common Stock (Dividend Reinvestment )						329	I	Custodial Account for Son - Dennis J. Sullivan
Common Stock (Dividend Reinvestment )						317	I	Custodial Account for Daughter - Christina H. Sullivan

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. Number of Derivative Securities Beneficially Owned (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DENNIS G 6 BOWSPRIT DRIVE BAYVILLE, NJ 08721	X		President	

## Signatures

/s/ Kenneth J. Quinn, Power of Attorney for Dennis G. Sullivan	11/02/2005
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\_\_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) These shares (1,900 and 600) were sold on September 30, 2005 but were mistakenly deducted from the Restricted Stock Account. To correct this error, such shares were added back to this account and the sale was properly deducted from the Common Stock Account.
- (2) These shares (1,600) were transferred to the Common Stock Account.
- (3) Joint Account with Spouse Mary G. Sullivan

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.