

MIDDLESEX WATER CO
 Form 4
 July 01, 2008

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)

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)

06/30/2008

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock (Restricted Stock Book Entry)					2,716	D	
Common Stock (Restricted Stock Certificate Form)					4,400	D	
					11,933	D	

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Common Stock (DRP Certificate Form)									
Common Stock (DRP)						5,950		D	
Common Stock (Shares Held in Street Name)						500		D	
Common Stock (DRP)						2,066		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)						1,139		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)	06/30/2008		A	100	A	\$ 16.7199	0	I	Account in the name of spouse, Susan O'Connor
Common Stock (Shares	06/30/2008		A	100	A	\$ 16.73	500	I	Account in the name of spouse,

