MIDDLESEX WATER CO

Form 4

March 25, 2011

FORM 4

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

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0287 January 31,

2005

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average

burden hours per

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

TOMPKINS J RICHARD			Symbol				Issuer			
			MIDDLESEX WATER CO [MSEX]				(Check all applicable)			
(First)	(Middle	,	3. Date of Earliest Transaction				X Director 10% Owner			
56-365 RIVIERA			03/25/2011				Officer (give title Other (specify			
(Street)				ear)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CA 92253			į							
(State)	(Zip)	Table I	- Non-Deri	vative Sec	urities	Acquire	d, Disposed of, o	r Beneficiall	y Owned	
		Execution Date, if any	ate, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Year) (Instr. 8) (A) or		d of (D) 5)	Securities Ownership Indirect Beneficially Form: Benefic Owned Direct (D) Owners		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
03/24/20	11		S S				14,900	D		
03/24/20	11		S	3,200	D	\$ 17.82	11,700	D		
03/24/20	11		S	400	D	\$ 17.84	11,300	D		
	(First) RA (Street) CA 92253 (State) 2. Transact (Month/Da) 03/24/20	(First) (Middle RA (Street) CA 92253 (State) (Zip)	RICHARD Symbol MIDDLES (First) (Middle) 3. Date of Ea (Month/Day/RA 03/25/2013 (Street) 4. If Amendr Filed(Month/IDA) CA 92253 (State) (Zip) Table I 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 03/24/2011	RICHARD (First) (Middle) 3. Date of Earliest Transa (Month/Day/Year) RA 03/25/2011 (Street) 4. If Amendment, Date of Filed(Month/Day/Year) CA 92253 (State) (Zip) Table I - Non-Derivation Date of Execution Date, if Transaction Date of Execution Date	Symbol MIDDLESEX WATER CO (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) 03/25/2011 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CA 92253 (State) (Zip) Table I - Non-Derivative Sec 2. Transaction Date (Month/Day/Year) Execution Date, if Transaction(A) or Dany (Month/Day/Year) Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount 03/24/2011 S 6,400 03/24/2011 S 3,200	Symbol MIDDLESEX WATER CO [MSE (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) RA 03/25/2011 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CA 92253 (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any (Month/Day/Year) (Instr. 3, 4 and (Instr. 8)) Code V Amount (D) 03/24/2011 S 6,400 D	Symbol MIDDLESEX WATER CO [MSEX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) — A Date of Earliest Transaction (Month/Day/Ye	Symbol MIDDLESEX WATER CO [MSEX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CA 92253 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Code (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (Check a (Check a (Check a) (A) (Check a (Check a) (A) (Check a (Check a) (Check a (Check a) (Check a (Check a) (A) (A) (A) (Britially (Owned Following Reported Transaction(s) (Instr. 3 and 4)) (A) (Check a (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a) (Check a (Check a) (Check a) (Check a (Check a) (A) (Check a (Check a) (Check a) (Check a (Check a) (A) (Check a) (A) (A) (Britial a) (Check a) (A) (Check a) (Check a) (Check a) (Check a) (Check a) (A) (Check a) (Chec	Symbol MIDDLESEX WATER CO [MSEX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (A) Or Code (A) Or Code (A) Or Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 3 and 4) O3/24/2011 S 6,400 D \$17.8 14,900 D	

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Common Stock (Book Entry)	8,189	D
Common Stock (Dividend Reinvestment)	10,203	D
Common Stock (Certificate Form)	800	D (1)
Common Stock (Dividend Reinvestment)	3,370	D (1)
Common Stock (Book Entry)	399	D

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

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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TOMPKINS J RICHARD 56-365 RIVIERA X LAQUINTA, CA 92253

Signatures

s/Kenneth J. Quinn, Power of Attorney for J. Richard Tompkins

03/25/2011

**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) Joint account with spouse, Helyn S. Tompkins

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.

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