FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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١	Section 16. Form 4 or Form 5
ı	obligations may continue. See
	Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

d Addrocc	of Don	orting Porcon*			2. Is	suer	Name a	and Tick	er or Tra	dina S	Symbol				5. Rela	tionshi	p of Reportin	a Pers	on(s) to Is	ssuer			
SHEIN JEFFRIES						MIDDLESEX WATER CO [MSEX]										all app	olicable)	9	. ,				
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)												below)					
717 OCEAN AVENUE, APT. 1010					03/20/2003																		
					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable						
ND	NT T	0	77.40												X Form filed by One Reporting Person								
ND	NJ	U	1//40												Form filed by More than One Reporting								
	(State)	(2	Zip)													Pers	on						
		Table	e I - Nor	ı-Deriv	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, o	r Ber	nefic	ially	Owne	ed						
Date				Date	ite			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3,				5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock																1	54,644		D				
Common Stock (Certificate Form) 05/19/					2009			S		2,000 Г		D	\$1	3.18	1	13,950) ⁽¹⁾					
Common Stock 05/					05/19/2009				P		2,000		A	\$13.18		116,071			I	See Note ⁽²⁾			
		Та														vned							
or Exercise Price of	on Dat	te	Execution if any	Date,	Transa Code (of Deriv Secu Acqu (A) o Disp of (D (Inst	rative rities ired r osed)	Expiration (Month/E	on Date	e ar)	Am Sec Und Der Sec	Amount of iecurities Inderlying Perivative iecurity (Inst and 4) Amount or Numb.		Deri Seci (Inst	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownersh Form: Direct (D or Indire (I) (Instr.	vnership orm: rect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Stock Stock Conversic or Exercis Price of Derivatives	(First) CAN AVENUE, ND NJ (State) Security (Instr. 3) Stock Stock Conversion or Exercise Price of Derivative	(First) (I CAN AVENUE, APT. 1010 ND NJ 0 (State) (I Table Security (Instr. 3) Stock Stock (Certificate Form) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) CAN AVENUE, APT. 1010 ND NJ 07740 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Stock Stock (Certificate Form) Stock Table II - L ((2.	(First) (Middle) CAN AVENUE, APT. 1010 ND NJ 07740 (State) (Zip) Table I - Non-Derive Month/D Security (Instr. 3) 2. Transa Date (Month/D Stock Stock (Certificate Form) 05/19 Table II - Derivati (e.g., pu Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	JEFFRIES (First) (Middle) AN AVENUE, APT. 1010 Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Stock Conversion or Exercise Price of Derivative (Month/Day/Year) (Middle) 3. Deemed Execution Date (Month/Day/Year) 3. Table III - Derivative Stock (e.g., puts, c.g., puts, c.g., puts, c.g., fi any (Month/Day/Year) (Middle) 4. If 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (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)	MIDE	MIDDLES MIDDLES MIDDLES San Avenue, Apt. 1010 Security (Instr. 3) Security (Instr. 3) Security (Instr. 3) Security (Month/Day/Year) Security (Certificate Form) Stock Stock (Certificate Form) Stock Stock (Certificate Form) Stock Stock Stock (Certificate Form) Stock Stock	MIDDLESEX W MIDDLESEX W	MIDDLESEX WATER	MIDDLESEX WATER CC (First) (Middle) AN AVENUE, APT. 1010 Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Distention (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Distention (Month/Day/Year) Stock Stock Stock Stock Table II - Derivative Securities Acquired, Distention Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Distention Date (Month/Day/Year) Table II - Derivative Securities Acquired, Distention Date (e.g., puts, calls, warrants, options, comparison of the put of the privative Security Stock 3. Transaction Date (Month/Day/Year) Stock Stock 5. Number of Date (Month/Day/Year) Stock 4. Transaction Date (e.g., puts, calls, warrants, options, comparison of the put	MIDDLESEX WATER CO MSE2	MIDDLESEX WATER CO MSEX	Stock Stock Certificate Form O5/19/2009 Stock O5/19/2009 O5/19/2009 Stock O5/19/2009 Stock O5/19/2009 Stock O	Stock Stock Stock Certificate Form Stock S	MIDDLESEX WATER CO [MSEX] Check X Stock Certificate Form O5/19/2009 Stock O5/	Check all applications Conversion of Conversion of Conversion of Conversion of Exercise Price of Derivative Security	MIDDLESEX WATER CO MSEX Check all applicable) X Director Officer (give tittle below) X Director Officer (give tittle below) X Director Officer (give tittle below) X Form filed by More Person X Form fi	MIDDLESEX WATER CO MSEX Check all applicable) X Director Officer (give title below) X Director Officer (give title below) X Director Officer (give title below) X Form filed by One Report Form (State) (Zip) X Form filed by More than Person X Fo	Check all applicables Chec			

Explanation of Responses:

- Shares transferred to trust account.
- 2. Has voting power over various family trusts, charitable foundations, and an estate of a decedent.

s/Kenneth J. Quinn, Power of Attorney for Jeffries Shein

05/20/2009

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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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