

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report: November 13, 2006

MIDDLESEX WATER COMPANY  
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(Exact name of registrant as specified in its charter)

NEW JERSEY  
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(State or other jurisdiction of  
incorporation or organization)

0-422  
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(Commission  
File Number)

22-1114430  
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(I.R.S. Employer  
Identification No.)

1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830  
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(Address of principal executive offices, including zip code)

(732)-634-1500  
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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR  
240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

Middlesex Water Company

Item. 8.01. Other Events

On November 13, 2006, Middlesex Water Company announced the closing of its  
public offering of 1,495,000 Shares of Common Stock as set forth in the attached  
press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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99.1	Middlesex Water Company Press Release dated November 13, 2006
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf of the undersigned hereunto duly authorized.

MIDDLESEX WATER COMPANY  
(Registrant)

s/Kenneth J. Quinn

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Kenneth J. Quinn  
General Counsel, Secretary and Treasurer

Dated: November 13, 2006

Middlesex Water Company Closes Public Offering  
of Common Stock

ISELIN, NJ November 13, 2006 -Middlesex Water Company (NASDAQ Global Select: MSEX) (the "Company") announced today that it has completed an underwritten public offering of 1,495,000 shares of its Common Stock, including 195,000 shares issued upon exercise of an option granted to the underwriters to cover over-allotments at a price per share of \$18.46 to the public. The gross proceeds of the offering were \$27.6 million. "The completion of this public offering represents an important part of our plan to raise additional funds, largely to help finance our ongoing and continuously growing capital program in New Jersey and Delaware," said Dennis W. Doll, President and Chief Executive Officer of Middlesex Water Company.

The Company plans to use the net proceeds after payment of underwriting discounts and estimated offering expenses to repay in full all of its outstanding short-term borrowings and to partially finance its ongoing construction program.

The managing underwriters for the offering were Janney Montgomery Scott LLC and A.G. Edwards & Sons, Inc.

Copies of the final prospectus, related to the offering can be obtained by contacting Janney Montgomery Scott LLC, 60 State Street, 35th Floor, Boston, MA 02109, Attention, Equity Syndicate Department, or by email at [prospectus@jmsonline.com](mailto:prospectus@jmsonline.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the common stock in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

This news release contains forward-looking statements within the meaning established by the Private Securities Litigation Reform Act of 1995 ("Act"). The forward-looking statements are intended to qualify under provisions of the federal securities laws for "safe harbor" treatment established by the Act. Forward-looking statements are based on currently available information, expectations, estimates, assumptions and projections, and management's judgment about the Company, the water utility industry and general economic conditions. Such words as expects, intends, plans, believes, estimates, assumes, anticipates, projects, predicts, forecasts or variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements, such as the Company's current intentions regarding the use of proceeds are not guarantees of future performance. They are subject to uncertainty and changes in circumstances. When considering forward-looking statements, you should keep in mind the cautionary statements included in this paragraph as well as other risk factors disclosed in the Company's Registration Statement on Form S-3 for this offering, 10-Ks, 10-Qs, 8-Ks and others filings made by the Company and on file with the SEC. The Company assumes no obligation to provide public updates of forward-looking statements.

CONTACT: Middlesex Water Company  
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732-634-1500