FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	urden								

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or Se	ection	n 30(h)	of the I	nvestme	nt Co	mpany Act	of 1940						
1. Name and Address of Reporting Person* MIDDLETON JOHN R						2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX]								all app	pplicable)		
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/04/2013								^	Offic	er (give title	Other	(specify	
(Street) ISELIN NJ 08830 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - No	n-Deriva	tive	Sec	uritie	s Acc	quired,	Dis	posed o	f, or E	Benefi	cially	Own	ed		
Date					Execution Date,							Secur Benef Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount (A) or (D)		or Pri	e		Transaction(s) (Instr. 3 and 4)		(111501.4)
Stock (Cert	ificate Form)												1,400	D			
Stock (Divi												6,924	D				
Common Stock (Book Entry) 06/03/2						2013		A		776	A	. \$1	9.32(1)		2,537	D	
	Та													wned			
Security or Exercise (Month/Day/Year) if any			on Date, 1	Transaction Code (Instr.		of Derive Secur Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	Expiration	n Dat	e	and 4)		Deri Sec (Ins	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Fir (Fir ISON ROA) NJ (State Curity (Institute Conversion of Exercise Price of Derivative)	(First) (First	(First) (Middle) (SON ROAD NJ 08830 (State) (Zip) Table I - No ecurity (Instr. 3) Stock (Certificate Form) Stock (Dividend Reinvestment) Stock (Book Entry) Table II - 2. Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (SON ROAD NJ 08830 (State) (Zip) Table I - Non-Deriva (Month/Day Stock (Certificate Form) Stock (Dividend Reinvestment) Stock (Book Entry) Table II - Derivative (e.g., pu 2. Conversion or Exercise (Month/Day/Year) Price of Derivative (Month/Day/Year) Stock (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Stock (Month/Day/Year) Stock (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) SON ROAD Table I - Non-Derivative : Courity (Instr. 3) Table II - Derivative : Conversion of Exercise Price of Derivative if any (Month/Day/Year) 2. Isss MII 3. Da 06/0 4. If A 2. Transaction Date (Month/Day/Year) Conversion of Exercise Price of Derivative if any (Month/Day/Year) 3. Da 06/02 4. If A 3. Da 06/0 4. If A 3. Da 06/03/2013 Table II - Derivative Se (e.g., puts, ca Code (Ir (Month/Day/Year) (Month/Day/Year) 8. Code (Ir (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (Ston ROAD Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock (Dividend Reinvestment) Conversion of Exercise Price of Derivative 2. Issuer MIDD 3. Date of 06/04/20 4. If American Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, fany (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock (Certificate Form) Stock (Dividend Reinvestment) Table II - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year) 3. Date of Earlies 06/04/2013 4. If Amendment, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock (Dividend Reinvestment) Stock (Book Entry) Table II - Derivative Securities (e.g., puts, calls, warra (month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock (Certificate Form) Stock (Book Entry) Table II - Derivative Securities Acques.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acques.g., puts, calls, warrants, (Month/Day/Year) 3. Date of Earliest Trans 06/04/2013 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Cayericative Securities Acquired (A) or Disposed of (D) (listr. 3, 4 Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) SON ROAD (State) (Zip) Table I - Non-Derivative Securities Acquired, Distriction Date (Month/Day/Year) Stock (Certificate Form) Stock (Dividend Reinvestment) Table II - Derivative Securities Acquired, Disposed of (D) Price of Derivative Security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Code (Month/Day/Year) (Month/Day/Year) (Stock (Certificate Form) (Code V Amount (Code V Amount (Code Code Code	MIDDLESEX WATER CO [MSEX]	Address of Reporting Person* ETON JOHN R (First) (Middle) SSON ROAD (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Recurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Yea	Address of Reporting Person* ETON JOHN R (First) (Middle) ISON ROAD 2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX] 3. Date of Earliest Transaction (Month/Day/Year) (6/04/2013 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Structify (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* ETON JOHN R (First) (Middle) (Midd	Address of Reporting Person* ETON JOHN R 2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX] S. Relationship of Reporting Check all applicable) X. Director Officer (give title below) X. Director Officer (give title below) X. Form filed by More Person S. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned S. Transaction Date (Month/Day/Year) Date (Month/Day/Year)	Address of Reporting Person (ETON JOHN R (First) (Middle) (Son ROAD A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (M

Date Exercisable Expiration Date

Explanation of Responses:

1. The price was determined as of May 31, 2013 in accordance with the provision of the Issuer's Outside Director Stock Compensation Plan

Code

<u>s/Kenneth J. Quinn, Power of</u> <u>Attorney for John R. Middleton</u> <u>06/04/2013</u>

** Signature of Reporting Person Date

of Shares

Title

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.

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 Number.

(A) (D)