FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |

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

|   |  |  |  |   |  | ( )  |  |  |                 | npany Act   | 0. 20                     |                            |                             |                                     |  |  |   |   |  |
|---|--|--|--|---|--|--|--|--|-----------------|---|---------------------------|----------------------------|-----------------------------|-------------------------------------|--|--|---|---|--|
| 1. Name and Address of Reporting Person <sup>*</sup> <u>Esposito Gerard L</u> |  |  |  |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol MIDDLESEX WATER CO [ MSEX ]   |  |  |  |                 |   |                           |                            |                             | Check a                             | all applicable)  |  |   | Issuer<br>Owner   |  |
| (Last) (First) (Middle) 18 VICTORIA DRIVE                                     |  |  |  |   | 3. Date of Earliest Transaction (Month/Day/Year) 09/02/2004  |  |  |  |                 |   |                           |                            |                             |                                     |  | ) ``   | belov   | r (specify<br>v)  |  |
|   |  |  |  | 4. If   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |  |                 |   |                           |                            |                             | ine)<br>X                           | Form   | m filed by One Reporting Person m filed by More than One Reporting   |   |   |  |
|   | Tab  | le I - Noi   | n-Deriv  | ative   | Se   | curitie  | s Ac   | quired,  | Dis             | posed o   | f, or                     | Ben                        | efici                       | ally O                              | wne  | d  |   |   |  |
| Date  |  |  |  | Execution Date, ay/Year) if any   |  | Transaction Disposed Code (Instr. 5)   |  |  |                 |   |                           | 4 and Secu<br>Bene<br>Owne |                             | es<br>ially<br>Following            | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                          | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |   |   |  |
|   |  |  |  |   |  |  | Code   | v  | Amount          | (A) or<br>(D)   |                           | Price                      | .   т                       | Transaction(s)                      |  |  | (111341. 4)   |   |  |
| Common Stock (Restricted Stock)   |  |  |  |   |  |  |  |  |                 |   |                           |                            |                             |                                     | 4,   | ,533   | D   |   |  |
| Common Stock  |  |  |  |   |  |  |  |  |                 |   |                           |                            |                             |                                     |  | 0  | D   |   |  |
| Common Stock (Dividend Reinvestment) 09/01                                    |  |  |  | /2004   | 2004   |  | A  |  | 2               | A \$1   |                           | \$18                       | 3.06 117                    |                                     | 117  | D  |   |   |  |
|   | Ta   |  |  |   |  |  |  |  |                 |   |                           |                            |                             | y Owr                               | ned  |  |   |   |  |
| curity or Exercise (Month/Day/Year) if any                                    |  | Date,  | Transa<br>Code (l  | Transaction<br>Code (Instr.   |  | ative<br>rities<br>ired<br>osed  | Expiratio<br>(Month/D  | on Date  | e<br>ar)        | Amou  |                           | ount                       | Derivat<br>Securit          | tive (                              | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction( | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | Beneficial<br>Ownership<br>(Instr. 4)   |   |  |
|   | ORIA DRIVED ORIA D | O Gerard L  (First) (ORIA DRIVE  DDE (State) (ORIA DRIVE  (ORIA DRIVE  (State) (ORIA DRIVE  ( | (First) (Middle) ORIA DRIVE  DE 19963  (State) (Zip)  Table I - Note that the security (Instr. 3)  Stock (Restricted Stock) Stock Stock (Dividend Reinvestment)  Table II - I  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) | (First) (Middle) ORIA DRIVE  DE 19963  (State) (Zip)  Table I - Non-Derive Security (Instr. 3)  Stock (Restricted Stock)  Stock Stock (Dividend Reinvestment)  2. Transaction Date (e.g., ptochology of the price of Date (Month/Day/Year)  Conversion or Exercise Price of Derivative  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  [Conversion of Exercise Price of Derivative]  [Conversion of Exercise Price of Date (Month/Day/Year) | OGERAT L  (First) (Middle)  ORIA DRIVE  19963  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock (Dividend Reinvestment)  2. Table II - Derivative Security (e.g., puts, c.g., puts | OGERANDEL  (First) (Middle)  ORIA DRIVE  3. Date of O9/02/22  4. If Ame  Table I - Non-Derivative Secunity (Instr. 3)  Stock (Restricted Stock)  Stock  Stock (Dividend Reinvestment)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Secunity (Instr. 3)  Table II - Derivative Secunity (Instr. 3) | OGERANDE (First) (Middle) (Mid | O Gerard L  (First) (Middle) 3. Date of Earliest Trans 09/02/2004  4. If Amendment, Date of Execution Date (Month/Day/Year)  Stock (Restricted Stock)  Stock (Dividend Reinvestment) 09/01/2004  Table II - Derivative Securities Acques. (e.g., puts, calls, warrants, (Month/Day/Year) and Conversion or Exercise Price of Derivative (Month/Day/Year) 3. Date of Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Code (Instr | MIDDLESEX WATER | MIDDLESEX WATER CC  MIDDLESEX WATER CC  3. Date of Earliest Transaction (Month/Industries) (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Month/Day/Year)  Stock (Restricted Stock)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  A Date of Earliest Transaction (Month/Industries) (Month/Day/Year)  4. If Amendment, Date of Original Filed  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, compared to the privative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  4. Transaction Date (Month/Day/Year)  5. Number of Disposed of (D) (Instr. 3, 4 and 5)  6. Date Exercise Exprication Date, (Month/Day/Year)  6. Date Exercise Exprication Date, (Month/Day/Year)  6. Date Exercise Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) | MIDDLESEX WATER CO   MSEX | MIDDLESEX WATER CO   MSEX  | MIDDLESEX WATER CO [ MSEX ] | MIDDLESEX WATER CO   MSEX   (Grist) | MIDDLESEX WATER CO   MSEX  | MIDDLESEX WATER CO   MSEX   Check all application of the policy of the | MIDDLESEX WATER CO   MSEX   Check all applicable   Director   Officer (give title below)   Pres | O Gerard L  O Gerard L  (First) (Middle)  ORIA DRIVE  3. Date of Earliest Transaction (Month/Day/Year)  OS/02/2004  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock (Restricted Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible Securities)  2. Transaction Date (Rescurity (Instr. 4))  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Month/Day/Year)  Stock (Dividend Reinvestment)  Os/01/2004  A 2 A \$18.06 117 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  2. Transaction (Instr. 4)  Oscillation of Date (Instr. 4)  Oscillation of Dat |  |

**Explanation of Responses:** 

/s/Kenneth J. Quinn, Power of Attorney for Gerard L.

**Esposito** 

09/02/2004

\*\* 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.

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.