

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>MUNDY STEPHEN H</u>			2. Issuer Name and Ticker or Trading Symbol <u>MIDDLESEX WATER CO [MSEX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <u>1217 NORTH INLYNNVIEW RD.</u>			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</u>					
(Street) <u>VIRGINIA VA 23454-1810</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							49,875	D ⁽¹⁾	
Common Stock	12/17/2004		D	25	D	\$0	0	D ⁽²⁾	
Common Stock	12/17/2004		D	25	D	\$0	0	D ⁽³⁾	
Common Stock	12/17/2004		D	25	D	\$0	0	D ⁽⁴⁾	
Common Stock	12/17/2004		D	25	D	\$0	0	D ⁽⁵⁾	
Common Stock	12/17/2004		D	25	D	\$0	0	D ⁽⁶⁾	
Common Stock (Dividend Reinvestment)							614	D	
Common Stock (Dividend Reinvestment)							3,031	I	See Note ⁽⁷⁾

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- 1. Shares held in Street Name.
- 2. 25 Shares transferred to Thomas Mann, Merrill Lynch Account.
- 3. 25 Shares transferred to Cody Mann, Merrill Lynch Account.
- 4. 25 Shares transferred to Dawn Mann, Custodian for Lydia Mann, Merrill Lynch Account.
- 5. 25 Shares transferred to Clancy Tinker Mundy, Custodian for Ashlyn Gouldthread, Merrill Lynch Account.
- 6. 25 Shares transferred to Clancy Tinker Mundy, Custodian for Savannah Gouldthread, Merrill Lynch Account.
- 7. Shares held I/N/O Clancy Tinker Mundy, Spouse.

/s/ Kenneth J. Quinn, Power of Attorney for Stephen H. Mundy 01/28/2005

** 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.