FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

subject to STATEMEN 5	ect to	STATEMEN
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T OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Section obligati	this box if no lo 16. Form 4 or ons may contir tion 1(b).		STA		d pursua	ant to s	HANGE Section 16(a) 30(h) of the I	of the S	Securit	ies Exchan	ge Act of 1		RS	HIP	Estin	3 Number: nated average bu s per response:	3235-0287 rden 0.5		
1. Name and Address of Reporting Person* OCONNOR A BRUCE (Last) (First) (Middle) 1500 RONSON ROAD					3. Da	Susuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX] 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2011								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Vice President & CFO					
(Street)	NJ	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(St		(Zip)																
			le I - No				rities Acc	-	, Dis					1			1		
1. Title of S	Security (Inst	r. 3)		2. Transa Date (Month/D		Exec if an	Deemed cution Date, y nth/Day/Year)	3. Transa Code (8)		4. Securition Disposed (5)	es Acquire Of (D) (Inst	d (A) o r. 3, 4 a	r and	5. Amou Securition Benefici Owned In Reporter	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Pric	е	Transac (Instr. 3					
Common Entry)	Stock (Res	tricted Stock Bo	ook											7,	515	D			
Common	Stock (Boo	k)												1,	250	D			
Common	Stock (DRI	P Certificate For	rm)											16	,333	D			
Common	Stock (DRI	?)												7,	569	D			
Common Name)	Stock (Sha	res Held in Stre	et											1,	500	D			
Common	Stock (DRI	?)												2,	382	I	Custodial Account Spouse for Daughter, Molly O'Connor		
Common	Stock (DRI	?)												1,	313	I	Custodial Account Spouse for Son, Alexander O'Connor		
Common Stock (Shares Held in Street Name)		12/02/	2011			S		400	D	\$18	8.41	1	00	I	Custodial Account Spouse for Son, Alexander O'Connor				
Common Name)	Stock (Sha	res Held in Stre	et	12/02/	/2011			S		100	D	\$18	8.42		0	I	Custodial Account Spouse for Son, Alexander O'Connor		
		T												Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution			tion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and 7. Expiration Date (Month/Day/Year) Set Ut		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. De Se (In	rivative curity str. 5)	9. Number derivative Securities Becurities Howned Following Reported Transactio (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)			

		Та	ble II - Deriva (e.g., p					ired, Disp options,		le sec		y Owned			
1. Title of	2.	3. Transaction	3A. Deemed	€ .ode	V	6A)Nu	m(150e)r	6xDatesEbler	isΩaddee and	7itTëtle	aSolodares	8. Price of	9. Number of	10.	11. Nature
	Conversion of Respisals Price of Derivative Security	- - Date e (M onth/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		Deriv Secu Acqu (A) or Dispo of (D) (Instr	rities ired osed . 3, 4	Expiration Do	/ear) <u>s/]</u> <u>At</u> <u>O'</u>	Conno	ties h J. Quin for A. Br	Security (Instr 5) 1, Power o	derivative Securities Beneficially Cowned Foll 12/05/201 Reg	Ownership Form: Direct (D) or Indirect 1) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Reminder: R	eport on a se	parate line for each	class of securities	benefic	cially ov	wned d	lirectly	or indirectly.							
* If the form	is filed by mo	e than one reportir	g person, see Instr	uction 4	4 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts constitute Fed	eral Cri	minal \	violatio	ns Se	18 U.S.C. 10	01 and 15 t	.S.C. 7	ff(a). Amount				
			hich must be manu information conta		this fo	rm ar						ys a currer	itly valid OMB I	lumber.	