

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* SULLIVAN DENNIS G			2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2005						
6 BOWSPRIT DRIVE			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			
(Street)	(City)	(State)	(Zip)						
BAYVILLE	NJ	08721							
(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Restricted Stock)	09/30/2005		J		1,900	A	\$22.38	0	D ⁽¹⁾	
Common Stock (Restricted Stock)	09/30/2005		J		600	A	\$22.39	0	D ⁽¹⁾	
Common Stock (Restricted Stock)	10/03/2005		A		2,500	A	\$22.95	0	D	
Common Stock (Restricted Stock)	10/03/2005		J		1,600	D	\$22.95	8,700	D ⁽²⁾	
Common Stock	09/30/2005		D		1,900	D	\$22.38	0	D ⁽¹⁾	
Common Stock	09/30/2005		D		600	D	\$22.39	0	D ⁽¹⁾	
Common Stock	10/03/2005		J		1,600	A	\$22.95	3,366	D ⁽²⁾	
Common Stock (Dividend Reinvestment)	11/01/2005		A		3	A	\$19.68	2,192	D ⁽³⁾	
Common Stock (Dividend Reinvestment)								329	I	Custodial Account for Son - Dennis J. Sullivan
Common Stock (Dividend Reinvestment)								317	I	Custodial Account for Daughter - Christina H. Sullivan

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)		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)
				Code	V	(A)	(D)					

Explanation of Responses:

- These shares (1,900 and 600) were sold on September 30, 2005 but were mistakenly deducted from the Restricted Stock Account. To correct this error, such shares were added back to this account and the sale was properly deducted from the Common Stock Account.
- These shares (1,600) were transferred to the Common Stock Account.
- Joint Account with Spouse Mary G. Sullivan

/s/ Kenneth J. Quinn, Power of Attorney for Dennis G. Sullivan 11/02/2005

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.