UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________________ to______________________

Commission File Number 0-422

MIDDLESEX WATER COMPANY
(Exact name of registrant as specified in its charter)

New Jersey	22-1114430
(State of incorporation)	(IRS employer identification no.)

1500 Ronson Road, Iselin, NJ 08830
(Address of principal executive offices, including zip code)

(732) 634-1500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes |X| No |_|

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act):

Yes |X| No |_|

The number of shares outstanding of each of the registrant's classes of common stock, as of May 2, 2005: Common Stock, No Par Value: 11,380,682 shares outstanding.

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MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended March 31, 2005	2004
Operating Revenues	$16,742,903	$15,875,733
Operating Expenses:		
Operations	9,041,996	8,904,091
Maintenance	898,685	862,508
Depreciation	1,548,048	1,436,230
Other Taxes	2,083,134	1,945,194
Income Taxes	666,770	507,359
Total Operating Expenses	14,238,633	13,655,382
Operating Income	2,504,270	2,220,351
Other Income:		
Allowance for Funds Used During Construction	210,450	49,561
Other Income	55,219	19,806
Other Expense	(8,145)	(3,236)
Total Other Income, net	257,524	66,131
Interest Charges	1,382,092	1,252,842
Net Income	1,379,702	1,033,640
Preferred Stock Dividend Requirements	63,697	63,697
Earnings Applicable to Common Stock	$ 1,316,005	$ 969,943
Earnings per share of Common Stock:		
Basic	$ 0.12	$ 0.09
Diluted	$ 0.12	$ 0.09
Average Number of Common Shares Outstanding :		
Basic	11,367,475	10,579,095
Diluted	11,710,615	10,922,235
Cash Dividends Paid per Common Share	$ 0.1675	$ 0.1650

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS		March 31, 2005	December 31, 2004
UTILITY PLANT:	Water Production	$ 84,008,905	$ 82,340,798
	Transmission and Distribution	190,591,871	188,026,091
	General	20,503,687	20,451,215
	Construction Work in Progress	12,939,425	13,013,391
	TOTAL	308,043,888	303,831,495
	Less Accumulated Depreciation	53,253,309	52,017,761
	UTILITY PLANT - NET	254,790,579	251,813,734
CURRENT ASSETS:	Cash and Cash Equivalents	1,739,186	4,034,768
	Accounts Receivable, net	6,081,133	6,316,853
	Unbilled Revenues	3,594,987	3,572,713
	Materials and Supplies (at average cost)	1,298,836	1,203,906
	Prepayments	591,754	823,976
	TOTAL CURRENT ASSETS	13,305,896	15,952,216
DEFERRED CHARGES AND OTHER ASSETS:	Unamortized Debt Expense	3,137,481	3,172,254
	Preliminary Survey and Investigation Charges	1,293,538	1,032,182
	Regulatory Assets	8,418,941	8,198,565
	Restricted Cash	10,715,906	13,257,106
	Non-utility Assets, net	5,363,244	5,237,622
	Other	462,932	465,419
	TOTAL DEFERRED CHARGES AND OTHER ASSETS	29,392,042	31,363,148
	TOTAL ASSETS	$297,488,517	$299,129,098

CAPITALIZATION AND LIABILITIES			
CAPITALIZATION:	Common Stock, No Par Value	$ 72,369,198	$ 71,979,902
	Retained Earnings	22,516,420	23,103,908
	Accumulated Other Comprehensive Income, net of tax	44,228	44,841
	TOTAL COMMON EQUITY	94,929,846	95,128,651
	Preferred Stock	4,063,062	4,063,062
	Long-term Debt	115,343,509	115,280,649
	TOTAL CAPITALIZATION	214,336,417	214,472,362
CURRENT LIABILITIES:	Current Portion of Long-term Debt	1,153,562	1,091,351
	Notes Payable	9,500,000	11,000,000
	Accounts Payable	4,314,812	6,001,806
	Accrued Taxes	8,699,514	6,784,380
	Accrued Interest	931,729	1,703,131
	Unearned Revenues and Advanced Service Fees	395,834	387,156
	Other	741,153	795,456
	TOTAL CURRENT LIABILITIES	25,736,604	27,763,280
COMMITMENTS AND CONTINGENT LIABILITIES (Note 6)			
DEFERRED CREDITS AND OTHER LIABILITIES:	Customer Advances for Construction	12,032,771	12,366,060
	Accumulated Deferred Investment Tax Credits	1,676,912	1,696,566
	Accumulated Deferred Income Taxes	14,873,351	14,556,153
	Employee Benefit Plans	5,875,032	5,464,056
	Regulatory Liability - Cost of Utility Plant Removal	5,522,494	5,363,152
	Other	807,918	849,551
	TOTAL DEFERRED CREDITS AND OTHER LIABILITIES	40,788,478	40,295,538
CONTRIBUTIONS IN AID OF CONSTRUCTION		16,627,018	16,597,918
	TOTAL CAPITALIZATION AND LIABILITIES	$297,488,517	$299,129,098

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31, 2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 1,379,702	$ 1,033,640
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and Amortization	1,720,355	1,499,191
Provision for Deferred Income Taxes and ITC	(25,049)	(58,444)
Allowance for Funds Used During Construction	(210,450)	(49,561)
Changes in Assets and Liabilities:		
Accounts Receivable	235,720	(201,372)
Unbilled Revenues	(22,274)	(18,363)
Materials & Supplies	(94,930)	(228,443)
Prepayments	232,222	161,209
Other Assets	(28,823)	30,126
Accounts Payable	(1,686,994)	(606,899)
Accrued Taxes	1,915,449	1,897,195
Accrued Interest	(771,402)	(1,091,009)
Employee Benefit Plans	410,976	211,445
Unearned Revenue & Advanced Service Fees	8,678	260,004
Other Liabilities	(95,936)	99,805
NET CASH PROVIDED BY OPERATING ACTIVITIES	2,967,244	2,938,524
CASH FLOWS FROM INVESTING ACTIVITIES:		
Utility Plant Expenditures*	(4,192,222)	(2,935,590)
Cash Surrender Value & Other Investments	(85,936)	(57,864)
Restricted Cash	2,541,200	299,378
Preliminary Survey & Investigation Charges	(261,356)	(94,170)
NET CASH USED IN INVESTING ACTIVITIES	(1,998,314)	(2,788,246)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Redemption of Long-term Debt	(210,575)	(212,204)
Proceeds from Issuance of Long-term Debt	335,646	1,084,746
Net Short-term Bank (Repayments) Borrowings	(1,500,000)	975,000
Deferred Debt Issuance Expenses	(7,500)	(17,512)
Common Stock Issuance Expense	--	(204,286)
Proceeds from Issuance of Common Stock	389,296	507,153
Payment of Common Dividends	(1,903,493)	(1,744,975)
Payment of Preferred Dividends	(63,697)	(63,697)
Construction Advances and Contributions-Net	(304,189)	(183,889)
NET CASH (USED BY) PROVIDED BY FINANCING ACTIVITIES	(3,264,512)	140,336
NET CHANGES IN CASH AND CASH EQUIVALENTS	(2,295,582)	290,614
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	4,034,768	3,005,610
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,739,186	$ 3,296,224

*Excludes Allowance for Funds Used During Construction

SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash Paid During the Period for:		
Interest	$ 2,111,221	$ 2,453,181
Interest Capitalized	$ (210,450)	$ (49,561)
Income Taxes	$ 300,000	$ 112,000

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CAPITAL STOCK
AND LONG-TERM DEBT
(Unaudited)

	March 31, 2005	December 31, 2004
Common Stock, No Par Value		
Shares Authorized - 20,000,000		
Shares Outstanding - 2005 - 11,377,403	$ 72,369,198	$ 71,979,902
2004 - 11,358,772		
Retained Earnings	22,516,420	23,103,908
Accumulated Other Comprehensive Income, net of tax	44,228	44,841
TOTAL COMMON EQUITY	94,929,846	95,128,651
Cumulative Preference Stock, No Par Value:		
Shares Authorized - 100,000		
Shares Outstanding - None		
Cumulative Preferred Stock, No Par Value		
Shares Authorized - 140,497		
Convertible:		
Shares Outstanding, $7.00 Series - 14,881	1,562,505	1,562,505
Shares Outstanding, $8.00 Series - 12,000	1,398,857	1,398,857
Nonredeemable:		
Shares Outstanding, $7.00 Series - 1,017	101,700	101,700
Shares Outstanding, $4.75 Series - 10,000	1,000,000	1,000,000
TOTAL PREFERRED STOCK	4,063,062	4,063,062
Long-term Debt		
8.05%, Amortizing Secured Note, due December 20, 2021	3,044,055	3,063,389
6.25%, Amortizing Secured Note, due May 22, 2028	9,730,000	9,835,000
4.22%, State Revolving Trust Note, due December 31, 2022	784,000	784,000
3.60%, State Revolving Trust Note, due May 1, 2025	2,683,962	2,348,316
4.00% to 5.00%, State Revolving Trust Bond, due September 1, 2021	790,000	790,000
0.00%, State Revolving Fund Bond, due September 1, 2021	641,580	652,306
First Mortgage Bonds:		
5.20%, Series S, due October 1, 2022	12,000,000	12,000,000
5.25%, Series T, due October 1, 2023	6,500,000	6,500,000
6.40%, Series U, due February 1, 2009	15,000,000	15,000,000
5.25%, Series V, due February 1, 2029	10,000,000	10,000,000
5.35%, Series W, due February 1, 2038	23,000,000	23,000,000
0.00%, Series X, due September 1, 2018	742,578	755,006
4.25% to 4.63%, Series Y, due September 1, 2018	920,000	920,000
0.00%, Series Z, due September 1, 2019	1,650,588	1,679,979
5.25% to 5.75%, Series AA, due September 1, 2019	2,085,000	2,085,000
0.00%, Series BB, due September 1, 2021	2,014,399	2,048,095
4.00% to 5.00%, Series CC, due September 1, 2021	2,275,000	2,275,000
5.10%, Series DD, due January 1, 2032	6,000,000	6,000,000
0.00%, Series EE, due September 1, 2024	7,715,909	7,715,909
3.00% to 5.50%, Series FF, due September 1, 2024	8,920,000	8,920,000
SUBTOTAL LONG-TERM DEBT	116,497,071	116,372,000
Less: Current Portion of Long-term Debt	(1,153,562)	(1,091,351)
TOTAL LONG-TERM DEBT	$ 115,343,509	$ 115,280,649

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Organization - Middlesex Water Company (Middlesex) is the parent company and sole shareholder of Tidewater Utilities, Inc. (Tidewater), Tidewater Environmental Services, Inc. (TESI), Pinelands Water Company (Pinelands Water) and Pinelands Wastewater Company (Pinelands Wastewater) (collectively, Pinelands), Utility Service Affiliates, Inc. (USA), Utility Service Affiliates (Perth Amboy) Inc. (USA-PA) and Bayview Water Company. Southern Shores Water Company, LLC (Southern Shores) and White Marsh Environmental Systems, Inc. (White Marsh) are wholly-owned subsidiaries of Tidewater. The financial statements for Middlesex and its wholly owned subsidiaries (the Company) are reported on a consolidated basis. All significant intercompany accounts and transactions have been eliminated.

The consolidated notes within the 2004 Form 10-K are applicable to these financial statements and, in the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position as of March 31, 2005 and the results of operations for the three month periods ended March 31, 2005 and 2004, and cash flows for the three month periods ended March 31, 2005 and 2004. Information included in the Balance Sheet as of December 31, 2004, has been derived from the Company's audited financial statements for the year ended December 31, 2004.

Recent Accounting Pronouncements - In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No.123(R) "Share-Based Payment" (SFAS 123(R)), which replaces SFAS No. 123, "Accounting for Stock-Based Compensation" (SFAS 123), and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". The Statement requires that the cost resulting from all share-based payment transactions be recognized in the financial statements. The Statement also establishes fair value as the measurement objective in accounting for share-based payment arrangements and requires all entities to apply a fair-value-based measurement method in accounting for share-based payment transactions with employees, except for equity instruments held by employee share ownership plans. This statement was originally effective for quarters beginning after June 15, 2005, however on April 14, 2005, the Securities and Exchange Commission adopted a rule which makes the provisions of SFAS 123(R) effective for fiscal periods beginning after June 15, 2005 (January 1, 2006 for the Company). The Company currently recognizes compensation expense at fair value for stock-based payment awards in accordance with SFAS No. 123 "Accounting for Stock-Based Compensation," and does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29 (SFAS 153). SFAS 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. SFAS 153 is effective for nonmonetary asset exchanges occurring in quarters beginning after June 15, 2005. The Company does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

In May 2004, the FASB issued FASB Staff Position (FSP) 106-2, "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003" (FSP 106-2). FSP 106-2 provides guidance on the accounting for the effects of the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Medicare Drug Act) for employers who sponsor postretirement health care plans that provide prescription drug benefits. FSP 106-2 also requires those employers to provide certain disclosures regarding the effect of the federal subsidy provided by the Medicare Drug Act. The Medicare Drug Act generally permits plan sponsors that provide retiree prescription drug benefits that are "actuarially equivalent" to the benefits of Medicare Part D to be eligible for a non-taxable federal subsidy. FSP 106-2 is effective for the first interim or annual period beginning after June 15, 2004. FSP 106-2 provides that if the effect of the Medicare Drug Act is not considered a significant event, the measurement date for the adoption of FSP 106-2 is delayed until the next regular measurement date. Based on Management's discussions with its Actuary, Management determined the effect of the Medicare Drug Act is not considered a significant event and thus the Company accounted for the effects of FSP 106-2 at its next measurement date (January 1, 2005). The adoption of FSP 106-2 did not have a material effect on the Company's financial statements.

In March 2004, the Emerging Issues Task Force (EITF) reached consensus on EITF No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" (EITF 03-1). EITF 03-1 further defines the meaning of an "other-than-temporary impairment" and its application to debt and equity securities. Impairment occurs when the fair value of a security is less than its cost basis. When such a condition exists, the investor is required to evaluate whether the impairment is other-than-temporary as defined in EITF 03-1. When an impairment is other-than-temporary, the security must be written down to its fair value. EITF 03-1 also requires additional annual quantitative and qualitative disclosures for available for sale and held to maturity impaired investments that are not other-than temporarily impaired. On September 30, 2004, the FASB issued FSP EITF 03-1-1, "Effective date of Paragraph's 10-20 of EITF Issue No. 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" (FSP EITF 03-1-1). FSP EITF 03-1-1 delayed the effective date for the measurement and recognition guidance contained in EITF 03-1 until further implementation guidance is issued. The Company does not expect any material effects from the adoption of EITF 03-1 on its financial statements.

In March 2005, the FASB issued Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations" (FIN 47), to clarify the term "conditional asset retirement obligation" as used in Statement of Financial Accounting Standards SFAS No. 143, "Accounting for Asset Retirement Obligations." Conditional asset retirement obligation refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and/or method of settlement. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. The fair value of a liability for the conditional asset retirement obligation should be recognized when incurred, generally, upon acquisition, construction, development and/or through the normal operation of the asset. Uncertainty about the timing and/or method of settlement should be factored into the measurement of the liability when sufficient information exists. FIN 47 also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005 (December 31, 2005 for calendar-year enterprises). The Company does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

Rate Matters - As part of an approved settlement with the Delaware Public Service Commission (PSC) on October 19, 2004, Tidewater was eligible to apply for a second phase rate increase of $0.5 million, provided it completed a number of capital projects within a specified time schedule. Tidewater filed an application for this increase on March 28, 2005. Upon verification of project completion, the new rates became effective on April 27, 2005. Tidewater also agreed to waive its right to file Distribution System Improvement Charges (DISC) applications over the next three six-month cycles (January and July 2005, and January 2006) and to defer making an application for a general rate increase until after April 27, 2006.

In accordance with the tariff established for Southern Shores, an annual rate increase of 3% was implemented on January 1, 2005. The increase cannot exceed the lesser of the regional Consumer Price Index or 3%.

Stock Based Compensation - The Company recognizes compensation expense at fair value for its restricted stock awards in accordance with SFAS 123. As discussed in Note 1, SFAS 123(R) is effective for fiscal periods beginning after June 15, 2005. The Company does not anticipate that the adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

Note 2 - Capitalization

Common Stock -During the three months ended March 31, 2005, there were 18,631 common shares (approximately $0.4 million) issued under the Company's Dividend Reinvestment and Common Stock Purchase Plan. On April 28, 2005, the Company filed with the Securities and Exchange Commission on Form S-3 to issue shares under its Dividend Reinvestment and Common Stock Purchase Plan at a 5% discount on optional cash payments and reinvested dividends for a six-month period commencing on June 1, 2005, and concluding on December 1, 2005.

Long-term Debt -On May 6, 2005, Tidewater filed an application with the PSC seeking approval to finance up to $16.0 million in the form of long-term debt securities. Of this amount, Tidewater received loan approval in April 2005 under the Delaware State Revolving Fund (SRF) program of $2.0 million. The Delaware SRF program allows, but does not obligate, Tidewater to draw down against a General Obligation Note for two specific projects over a two-year period ending in April 2007. The interest rate is set on the loan closing date and is based on 62.5% of the interest rate for a 10+ year high quality corporate bond. Tidewater has received a commitment letter from CoBank, a rural cooperative financial institution, approving the conversion of Tidewater's existing $7.0 million short-term borrowings with CoBank and an additional $7.0 million of funding for an aggregated $14.0 million mortgage type loan to be repaid over a term of 25 years. The terms of the CoBank loan allows, but does not obligate, Tidewater to draw down against the additional $7.0 million at any time after the loan closing through August 31, 2006. During that period, there is a commitment fee of 12.5 basis points, or 0.125%, on the unused balance. The interest rate for the CoBank loan will be a variable rate set weekly by CoBank, with Tidewater having an option to fix the interest rate at any time over the life of the loan at a margin over CoBank's cost of funds. The SRF and CoBank borrowings must be approved by the PSC prior to the loan closings.

Note 3 - Earnings Per Share

Basic earnings per share (EPS) are computed on the basis of the weighted average number of shares outstanding. Diluted EPS assumes the conversion of both the Convertible Preferred Stock $7.00 Series and the Convertible Preferred Stock $8.00 Series.

(In Thousands Except for per Share Amounts)

	Three Months Ended March 31,			
Basic:	2005 Income	Weighted Average Shares	2004 Income	Weighted Average Shares
Net Income	$ 1,380	11,367	$ 1,034	10,579
Preferred Dividend	(64)		(64)	
Earnings Applicable to Common Stock	$ 1,316	11,367	$ 970	10,579
Basic EPS	$ 0.12		$ 0.09	
Diluted:				
Earnings Applicable to Common Stock	$ 1,316	11,367	$ 970	10,579
$7.00 Series Preferred Dividend	26	179	26	179
$8.00 Series Preferred Dividend	24	164	24	164
Adjusted Earnings Applicable to Common Stock	$ 1,366	11,710	$ 1,020	10,922
Diluted EPS	$ 0.12		$ 0.09	

Note 4 - Business Segment Data

The Company has identified two reportable segments. One is the regulated business of collecting, treating and distributing water on a retail and wholesale basis to residential, commercial, industrial and fire protection customers in parts of New Jersey and Delaware. This segment also includes the operations of a regulated wastewater system in New Jersey. The Company is subject to regulations as to its rates, services and other matters by the States of New Jersey and Delaware with respect to utility services within these States. The other segment primarily includes non-regulated contract services for the operation and maintenance of municipal and private water and wastewater systems in New Jersey and Delaware. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in the Consolidated Notes to the Financial Statements in the Company's Annual Report for the period ended December 31, 2004 filed on Form 10-K. Inter-segment transactions relating to operational costs are treated as pass-through expenses. Finance charges on inter-segment loan activities are based on interest rates that are below what would normally be charged by a third party lender. These inter-segment transactions are eliminated in the Company's consolidated financial statements.

Operations by Segments:	(Dollars in Thousands) Three Months Ended March 31, 2005	2004
Revenues:		
Regulated	$ 14,759	$ 13,391
Non - Regulated	2,014	2,515
Inter-segment Elimination	(30)	(30)
Consolidated Revenues	$ 16,743	$ 15,876
Operating Income:		
Regulated	$ 2,374	$ 2,073
Non - Regulated	130	147
Consolidated Operating Income	$ 2,504	$ 2,220
Net Income:		
Regulated	$ 1,273	$ 925
Non - Regulated	107	109
Consolidated Net Income	$ 1,380	$ 1,034
Capital Expenditures:		
Regulated	$ 4,133	$ 2,862
Non - Regulated	59	74
Total Capital Expenditures	$ 4,192	$ 2,936

	As of March 31, 2005	As of December 31, 2004
Assets:		
Regulated	$ 294,609	$ 296,260
Non - Regulated	5,061	4,943
Inter-segment Elimination	(2,181)	(2,074)
Consolidated Assets	$ 297,489	$ 299,129

Note 5 - Short-term Borrowings

The Board of Directors has authorized lines of credit for up to an aggregate of $40.0 million. As of March 31, 2005, the Company has established lines of credit aggregating $40.0 million. At March 31, 2005, the outstanding borrowings under these credit lines were $9.5 million at a weighted average interest rate of 4.05%. As of that date, the Company had borrowing capacity of $30.5 million under its credit lines.

The weighted average daily amounts of borrowings outstanding under the Company's credit lines and the weighted average interest rates on those amounts were $10.4 million and $13.8 million at 3.85% and 1.56% for the three months ended March 31, 2005 and 2004, respectively.

Note 6 - Commitments and Contingent Liabilities

A lawsuit was filed in 1998 against the Company for damages involving the break of both a Company water line and an underground electric power cable containing both electric lines and petroleum based insulating fluid. The electric utility also asserted claims against the Company. The lawsuit was settled in 2003, and by agreement, the electric utility's counterclaim for approximately $1.1 million in damages was submitted to binding arbitration, in which the agreed maximum exposure of the Company is $0.3 million, which the Company has accrued for. While we are unable to predict the outcome of the arbitration, we believe that we have substantial defenses.

The Company is a defendant in various lawsuits. We believe the resolution of pending claims and legal proceedings will not have a material adverse effect on the Company's consolidated financial statements.

Note 7 - Employee Retirement Benefit Plans

Pension - The Company has a noncontributory defined benefit pension plan, which covers all employees with more than 1,000 hours of service. The Company expects to make cash contributions of $0.8 million during the current year. These contributions are expected to be made during the second quarter of 2005. In addition, the Company maintains an unfunded supplemental pension plan for its executives.

Post-retirement Benefits Other Than Pensions - The Company has a post-retirement benefit plan other than pensions for substantially all of its retired employees. Coverage includes healthcare and life insurance. Retiree contributions are dependent on credited years of service. The Company expects to make total cash contributions of $1.2 million during the current year. These contributions will be made each quarter during 2005.

The following table sets forth information relating to the Company's periodic costs for its retirement plans.

	(Dollars in Thousands)			
	Pension Benefits		Other Benefits	
	Three Months Ended March 31,			
	2005	2004	2005	2004
Service Cost	$ 264	$ 186	$ 126	$ 106
Interest Cost	374	346	161	145
Expected Return on Assets	(384)	(372)	(66)	(53)
Amortization of Unrecognized Losses	3	--	82	73
Amortization of Unrecognized Prior Service Cost	23	23	--	--
Amortization of Transition Obligation	--	--	34	34
Net Periodic Benefit Cost	$ 280	$ 183	$ 337	$ 305

Note 8 - Other Comprehensive Income

Comprehensive income was as follows:

	Three Months Ended March 31, 2005	Three Months Ended March 31, 2004
Net Income	$ 1,379,702	$ 1,033,640
Other Comprehensive Income:		
Change in Value of Equity Investments, Net of Income Tax	(613)	--
Other Comprehensive Income	(613)	--
Comprehensive Income	$ 1,379,089	$ 1,033,640

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements of the Company included elsewhere herein and with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

Forward-Looking Statements

Certain statements contained in this quarterly report are "forward-looking statements" within the meaning of federal securities laws. The Company intends that these statements be covered by the safe harbors created under those laws. These statements include, but are not limited to:

- statements as to expected financial condition, performance, prospects and earnings of the Company;
- statements regarding strategic plans for growth;
- statements regarding the amount and timing of rate increases and other regulatory matters;
- statements regarding expectations and events concerning capital expenditures;
- statements as to the Company's expected liquidity needs during fiscal 2005 and beyond and statements as to the sources and availability of funds to meet its liquidity needs;
- statements as to expected rates, consumption volumes, service fees, revenues, margins, expenses and operating results;
- statements as to the Company's compliance with environmental laws and regulations and estimations of the materiality of any related costs;
- statements as to the safety and reliability of the Company's equipment, facilities and operations;
- statements as to financial projections;
- statements as to the ability of the Company to pay dividends;
- statements as to the Company's plans to renew municipal franchises and consents in the territories it serves;
- expectations as to the cost of cash contributions to fund the Company's pension plan, including statements as to anticipated discount rates and rates of return on plan assets;
- statements as to trends; and
- statements regarding the availability and quality of our water supply.

These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from anticipated results and outcomes include, but are not limited to:

- the effects of general economic conditions;
- increases in competition in the markets served by the Company;
- the ability of the Company to control operating expenses and to achieve efficiencies in its operations;
- the availability of adequate supplies of water;
- actions taken by government regulators, including decisions on base rate increase requests;
- new or additional water quality standards;
- weather variations and other natural phenomena;
- acts of war or terrorism; and
- other factors discussed elsewhere in this quarterly report.

Many of these factors are beyond the Company's ability to control or predict. Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which only speak to the

Company's understanding as of the date of this quarterly report. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this quarterly report or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

For an additional discussion of factors that may affect the Company's business and results of operations, see Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

Overview

The Company has operated as a water utility in New Jersey since 1897, and in Delaware, through our wholly-owned subsidiary, Tidewater, since 1992. We are in the business of collecting, treating, distributing and selling water for domestic, commercial, municipal, industrial and fire protection purposes. We also operate a New Jersey municipal water and wastewater system under contract and provide wastewater services in New Jersey and Delaware through our subsidiaries. We are regulated as to rates charged to customers for water and wastewater services in New Jersey and for water services in Delaware, as to the quality of water service we provide and as to certain other matters. Our USA, USA-PA and White Marsh subsidiaries are not regulated utilities.

Our New Jersey water utility system (the Middlesex System) provides water services to approximately 58,000 retail customers, primarily in central New Jersey. The Middlesex System also provides water service under contract to municipalities in central New Jersey with a total population of approximately 267,000. Through our subsidiary, USA-PA, we operate the water supply system and wastewater system for the City of Perth Amboy, New Jersey. Our other New Jersey subsidiaries, Pinelands Water and Pinelands Wastewater, provide water and wastewater services to residents in Southampton Township, New Jersey.

Our Delaware subsidiaries, Tidewater and Southern Shores, provide water services to approximately 25,000 retail customers in New Castle, Kent, and Sussex Counties, Delaware. Our TESI subsidiary commenced operations during 2005 as a regulated wastewater utility in Delaware. Although TESI has responded to numerous requests for proposal, the Company does not have any customers or revenues as of March 31, 2005. Our other Delaware subsidiary, White Marsh, serves 1,900 customers in Kent and Sussex Counties.

Our USA subsidiary provides customers within the Middlesex System a service line maintenance program called LineCareSM.

The majority of our revenue is generated from retail and contract water services to customers in our service areas. We record water service revenue as such service is rendered and include estimates for amounts unbilled at the end of the period for services provided after the last billing cycle. Fixed service charges are billed in advance by our subsidiary, Tidewater, and are recognized in revenue as the service is provided.

Our ability to increase operating income and net income is based significantly on three factors: weather, adequate and timely rate relief, and customer growth.

Recent Developments

Rate Increases

The Company anticipates that its Middlesex subsidiary will file for a base rate increase with the New Jersey Board of Public Utilities (BPU) during the second quarter of 2005. This increase is intended to recover the costs of increased capital investments, including a $9.7 million raw water pipeline, as well as higher operating and corporate governance expenses.

As part of an approved settlement with the Delaware Public Service Commission (PSC) on October 19, 2004, Tidewater was eligible to apply for a second phase rate increase of $0.5 million, provided it completed a number of capital projects within a specified time schedule. Tidewater filed an application for this increase on March 28, 2005. Upon verification of project completion, the new rates became effective on April 27, 2005. Tidewater also agreed to waive its right to file DSIC applications over the next three six-month cycles (January and July 2005, and January 2006) and to defer making an application for a general rate increase until after April 1, 2006.

In accordance with the tariff established for Southern Shores, an annual rate increase of 3% was implemented on January 1, 2005. The increase cannot exceed the lesser of the regional Consumer Price Index or 3%.

Results of Operations - Three Months Ended March 31, 2005

Operating revenues for the three months ended March 31, 2005 increased $0.9 million or 5.5% from the same period in 2004. Water sales improved by $0.9 million in our New Jersey systems, which was primarily a result of base rate increases. The increased water sales were partially offset by decreased water consumption during the current year period as compared to the prior year.

Revenues rose in our Delaware service territories by $0.5 million. Customer growth in Delaware provided additional water consumption sales, facility charges and connection fees totaling $0.4 million. Base rate increases accounted for $0.1 million of the increase.

USA had reduced revenues of $0.5 million as compared to the same period in 2004. This reduction was due to our meter services venture completing its original contracts during December 2004. USA has not bid on, and consequently has not obtained any additional meter services contracts for 2005. Revenues for all of our other operations were consistent with the same period in 2004.

While we anticipate continued growth in the number of customers and increased water consumption among our Delaware systems, such growth and increased consumption cannot be guaranteed. Weather conditions may adversely impact future water consumption in spite of anticipated growth in the number of customers. Our New Jersey systems are also highly dependent on the effects of weather. Our ability to generate operating revenues by our meter services venture is dependent upon our ability to obtain additional contracts, and there can be no assurance that we will be the successful bidder. USA did not submit bids for any meter service contracts during the first quarter and currently does not expect to submit any bids in the second quarter. As a result of anticipated regulation of wastewater services in Delaware, we have established a new regulated wastewater operation (TESI) that commenced operations during fiscal 2005. Due to the start-up nature of this operation, we expect our expenses with respect to this subsidiary to exceed its revenues in the near term.

Operating expenses increased $0.6 million or 4.3%. Operation and maintenance expenses increased $0.2 million or 1.8%. Payroll and benefits costs, insurance and corporate governance related fees increased $0.3 million. Water treatment costs for the Middlesex System increased $0.1 million. The continuing growth of our Delaware systems resulted in higher costs of water treatment, additional employees and related benefit expenses of $0.2 million. These increases were partially offset by reduced costs related to our meter services venture, which decreased $0.5 million due to the completion of the original projects during December 2004. All other operating expenses increased $0.1 million.

Depreciation expense increased $0.1 million or 7.8%, primarily as a result of a higher level of utility plant in service. Since March 31, 2004, our net investment in utility plant has increased by $21.9 million.

Other taxes increased by $0.1 million, reflecting higher taxes on taxable gross revenues. Higher income taxes of $0.2 million over the prior year are attributable to improved operating results for 2005 as compared to 2004.

Other income increased $0.2 million, primarily due to higher AFUDC as a result of increases in capital projects in New Jersey and Delaware.

Interest expense increased by $0.1 million, primarily due to higher average long-term borrowings and higher average interest rates charged on short-term borrowings as compared to the prior year period.

Net income increased by 33.5% to $1.4 million, and basic and diluted earnings per share increased from $0.09 to $0.12.

Liquidity and Capital Resources

Cash flows from operations are largely dependent on three factors: weather, adequate and timely rate increases, and customer growth. The effect of those factors on net income is discussed in results of operations. For the three months ended March 31, 2005, cash flows from operating activities were $3.0 million, which was comparable to the prior year. The $3.0 million of net cash flow from operations allowed us to fund approximately 71% of our utility plant expenditures for the period, with the remainder funded with restricted cash from the proceeds of previously issued long-term borrowings.

The Company's capital program for 2005 is estimated to be $28.5 million and includes $16.5 million for water system additions and improvements for our Delaware systems, $3.4 million to complete the new raw water line to the Middlesex primary water treatment plant that began in 2004, and $3.3 million for the RENEW Program, which is our program to clean and cement line approximately nine miles of unlined mains in the Middlesex System. There remains a total of approximately 129 miles of unlined mains in the 730-mile Middlesex System. The capital program also includes $5.3 million for other scheduled upgrades to our existing systems in New Jersey. The scheduled upgrades consist of $1.1 million for improvements to existing plant, $1.2 million for mains, $0.8 million for service lines, $0.3 million for meters, $0.3 million for hydrants, and $1.6 million for computer systems and various other items.

To pay for our capital program in 2005, we will utilize internally generated funds and funds available under existing New Jersey Environmental Infrastructure Trust loans (currently, $9.1 million) and Delaware State Revolving Fund (SRF) loans (currently, $1.5 million), which provide low cost financing for projects that meet certain water quality and system improvement benchmarks. If necessary, we will also utilize short-term borrowings through $40.0 million of available lines of credit with three commercial banks. As of March 31, 2005, there was $9.5 million outstanding against the lines of credit.

On May 6, 2005, Tidewater filed an application with the PSC seeking approval to finance up to $16.0 million in the form of long-term debt securities. Of this amount, Tidewater received loan approval in April 2005 under the Delaware SRF program of $2.0 million. The Delaware SRF program allows, but does not obligate, Tidewater to draw down against a General Obligation Note for two specific projects over a two-year period ending in April 2007. The interest rate is set on the loan closing date and is based on 62.5% of the interest rate for a 10+ year high quality corporate bond. Tidewater has received a commitment letter from CoBank, a rural cooperative financial institution, approving the conversion of Tidewater's existing $7.0 million short-term borrowings with CoBank and an additional $7.0 million of funding for an aggregated $14.0 million mortgage type loan to be repaid over a term of 25 years. The terms of the CoBank loan allows, but does not obligate, Tidewater to draw down against the additional $7.0 million at any time after the loan closing through August 31, 2006. During that period, there is a commitment fee of 12.5 basis points, or 0.125%, on the unused balance. The interest rate for the CoBank loan will be a variable rate set weekly by CoBank, with Tidewater having an option to fix the interest rate at any time over the life of the loan at a margin over CoBank's cost of funds. The SRF and CoBank borrowings must be approved by the PSC prior to the loan closings.

The Company periodically issues shares of common stock in connection with its dividend reinvestment and stock purchase plan. On April 27, 2005, the Company filed with the Securities and Exchange Commission on Form S-3 to issue shares under its Dividend Reinvestment and Common Stock Purchase Plan at a 5% discount on optional cash payments and reinvested dividends for a six-month period commencing on June 1, 2005, and concluding on December 1, 2005. From time to time, the Company may issue additional equity to reduce short-term indebtedness and for other general corporate purposes.

Going forward into 2006 through 2007, we currently project that we will expend approximately $45.9 million for capital projects. To the extent possible and because of the favorable interest rates available to regulated water utilities, we will finance our capital expenditures under SRF loan programs. We also expect to use internally generated funds and proceeds from the sale of common stock through the Dividend Reinvestment and Common Stock Purchase Plan.

In addition to the effect of weather conditions on revenues, increases in certain operating costs will impact our liquidity and capital resources. As described in our overview section, we have recently received rate relief for Middlesex, the Pinelands Companies and Tidewater. Changes in operating costs and timing of capital projects will have an impact on revenues, earnings, and cash flows and will also impact the timing of filings for future rate increases.

Recent Accounting Pronouncements - In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No.123(R) "Share-Based Payment", which replaces SFAS No. 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". The Statement requires that the cost resulting from all share-based payment transactions be recognized in the financial statements. The Statement also establishes fair value as the measurement objective in accounting for share-based payment arrangements and requires all entities to apply a fair-value-based measurement method in accounting for share-based payment transactions with employees, except for equity instruments held by employee share ownership plans. This statement was originally effective for quarters beginning after June 15, 2005, however on April 14, 2005, the Securities and Exchange Commission adopted a rule which makes the provisions of SFAS 123(R) effective for fiscal periods beginning after June 15, 2005 (January 1, 2006 for the Company). The Company currently recognizes compensation expense at fair value for stock-based payment awards in accordance with SFAS No. 123 "Accounting for Stock-Based Compensation," and does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29 (SFAS 153). SFAS 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. SFAS 153 is effective for nonmonetary asset exchanges occurring in quarters beginning after June 15, 2005. The Company does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

In May 2004, the FASB issued FASB Staff Position (FSP) 106-2, "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003" (FSP 106-2). FSP 106-2 provides guidance on the accounting for the effects of the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Medicare Drug Act) for employers who sponsor postretirement health care plans that provide prescription drug benefits. FSP 106-2 also requires those employers to provide certain disclosures regarding the effect of the federal subsidy provided by the Medicare Drug Act. The Medicare Drug Act generally permits plan sponsors that provide retiree prescription drug benefits that are "actuarially equivalent" to the benefits of Medicare Part D to be eligible for a non-taxable federal subsidy. FSP 106-2 is effective for the first interim or annual period beginning after June 15, 2004. FSP 106-2 provides that if the effect of the Medicare Drug Act is not considered a significant event, the measurement date for the adoption of FSP 106-2 is delayed until the next regular measurement date. Based on Management's discussions with its Actuary, Management determined the effect of the Medicare Drug Act is not considered a significant event and thus the Company accounted for the effects of FSP 106-2 at its next measurement date (January 1, 2005). The adoption of FSP 106-2 did not have a material effect on the Company's financial statements.

In March 2004, the Emerging Issues Task Force (EITF) reached consensus on EITF No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" (EITF 03-1). EITF 03-1 further defines the meaning of an "other-than-temporary impairment" and its application to debt and equity securities. Impairment occurs when the fair value of a security is less than its cost basis. When such a condition exists, the investor is required to evaluate whether the impairment is other-than-temporary as defined in EITF 03-1. When an impairment is other-than-temporary, the security must be written down to its fair value. EITF 03-1 also requires additional annual quantitative and qualitative disclosures for available for sale and held to maturity impaired investments that are not other-than temporarily impaired. On September 30, 2004, the FASB issued FSP EITF 03-1-1, "Effective date of Paragraph's 10-20 of EITF Issue No. 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" (FSP EITF 03-1-1). FSP EITF 03-1-1 delayed the effective date for the measurement and recognition guidance contained in EITF 03-1 until further implementation guidance is issued. The Company does not expect any material effects from the adoption of EITF 03-1 on its financial statements.

In March 2005, the FASB issued Interpretation No. 47, "Accounting for Conditioned Asset Retirement Obligations" (FIN 47), to clarify the term "conditional asset retirement obligation" as used in Statement of Financial Accounting Standards SFAS No. 143, "Accounting for Asset Retirement Obligations." Conditional asset retirement obligation refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and/or method of settlement. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. The fair value of a liability for the conditional asset retirement obligation should be recognized when incurred, generally, upon acquisition, construction, development and/or through the normal operation of the asset. Uncertainty about the timing and/or method of settlement should be factored into the measurement of the liability when sufficient information exists. FIN 47 also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation.

FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005 (December 31, 2005 for calendar-year enterprises). The Company does not anticipate adoption of this standard will have a material impact on its financial position, results of operations, or cash flows.

Item 3. Quantitative and Qualitative Disclosures of Market Risk

The Company is subject to the risk of fluctuating interest rates in the normal course of business. Our policy is to manage interest rates through the use of fixed rate, long-term debt and, to a lesser extent, short-term debt. The Company's interest rate risk related to existing fixed rate, long-term debt is not material due to the term of the majority of our Amortizing Secured Notes and First Mortgage Bonds, which have maturity dates ranging from 2009 to 2038. Over the next twelve months, approximately $1.1 million of the current portion of eleven existing long-term debt instruments will mature. Applying a hypothetical change in the rate of interest charged by 10% on those borrowings would not have a material effect on earnings.

Item 4. Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was conducted by the Company's Chief Executive Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer and the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this Report. There have been no significant changes in the Company's internal controls or in other factors, which could significantly affect internal controls during the quarter ended March 31, 2005.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding disclosure.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Reference is made to the Company's Annual Report on Form 10-K for the year ended December 31, 2004.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

31 Section 302 Certification by Dennis G. Sullivan pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

31.1 Section 302 Certification by A. Bruce O'Connor pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

32 Section 906 Certification by Dennis G. Sullivan pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Section 906 Certification by A. Bruce O'Connor pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MIDDLESEX WATER COMPANY

By: /s/ A. Bruce O'Connor

A. Bruce O'Connor
Vice President and
Chief Financial Officer

Date: May 6, 2005

SECTION 302 CERTIFICATION PURSUANT TO RULES 13a-14 AND 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934

I, Dennis G. Sullivan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Middlesex Water Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have;

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Dennis G. Sullivan

Dennis G. Sullivan
Chief Executive Officer

Date: May 6, 2005

Exhibit 31.1

SECTION 302 CERTIFICATION PURSUANT TO RULES 13a-14
AND 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934

I, A. Bruce O'Connor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Middlesex Water Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have;

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ A. Bruce O'Connor

A. Bruce O'Connor
Chief Financial Officer

Date: May 6, 2005

Exhibit 32

SECTION 906 CERTIFICATION PURSUANT TO 18 U.S.C.ss.1350

I, Dennis G. Sullivan, hereby certify that, to the best of my knowledge, the periodic report being filed herewith containing financial statements fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and that information contained in said periodic report fairly presents, in all material respects, the financial condition and results of operations of Middlesex Water Company for the period covered by said periodic report.

/s/ Dennis G. Sullivan

Dennis G. Sullivan
Chief Executive Officer

Date: May 6, 2005

A signed original of this written statement required by Section 906 has been provided to Middlesex Water Company and will be retained by Middlesex Water Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

SECTION 906 CERTIFICATION PURSUANT TO 18 U.S.C.ss.1350

I, A. Bruce O'Connor, hereby certify that, to the best of my knowledge, the periodic report being filed herewith containing financial statements fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and that information contained in said periodic report fairly presents, in all material respects, the financial condition and results of operations of Middlesex Water Company for the period covered by said periodic report.

/s/ A. Bruce O'Connor

A. Bruce O'Connor
Chief Financial Officer

Date: May 6, 2005

A signed original of this written statement required by Section 906 has been provided to Middlesex Water Company and will be retained by Middlesex Water Company and furnished to the Securities and Exchange Commission or its staff upon request.