

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report: May 23, 2012

MIDDLESEX WATER COMPANY

(Exact name of registrant as specified in its charter)

NEW JERSEY

(State or other jurisdiction of  
incorporation or organization)

0-422

(Commission  
File Number)

22-1114430

(I.R.S. Employer  
Identification No.)

1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830

(Address of principal executive offices, including zip code)

(732)-634-1500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07. Submission of Matters to a Vote of Security Holders**

Middlesex Water Company held its Annual Meeting of Shareholders on Tuesday, May 22, 2012. The following directors were re-elected to the board: John C. Cutting, Retired, formerly Senior Engineer, Science Applications International Corporation, specialists in information, energy and military systems, Pittsburgh, PA and Dennis W. Doll, Chairman, President and CEO of Middlesex Water Company, since May 2010. Each of these directors will serve a term of office of three years. The certified results of the matters voted upon at the meeting, which are more fully described in our Company's April 12, 2012 proxy statement, are as follows:

**Description of Matters Submitted****Proposal No. 1**

Election of Directors	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
John C. Cutting	8,361,030	363,270	5,116,749
Dennis W. Doll	8,370,055	354,245	5,116,749

**Proposal No. 2**

Ratification of the appointment by the Audit Committee of Parente Beard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

<u>For</u>	<u>Withheld</u>	<u>Abstain</u>
13,699,429	88,853	52,767

**Description of Matters Submitted****Proposal No. 3**

To approve a non-binding advisory resolution approving the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,864,252	558,923	301,125	5,116,749

**Item 8.01 Other Events**

On May 22, 2012, Middlesex Water Company held its 2012 Annual Meeting of Shareholders at its company headquarters in Iselin, New Jersey. Announcement of voting results at which shareholders elected a slate of two directors, ratified the Audit Committee's appointment of Parente Beard LLC as the independent registered public accounting firm for 2012 and approved, by a non-binding advisory vote, the compensation of the Company's named executive officers, is described above.

Management's presentation at the Annual Meeting of Shareholders is available in the Investor Relations section of the Company's website [www.middlesexwater.com](http://www.middlesexwater.com) under News & Market Data/Presentations and Interviews. The presentation is also filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

**News Release**

On May 23, 2012, the Company issued a press release describing the voting results of shareholders at the annual meeting, the election of directors, the ratification by shareholders of the appointment of Parente Beard LLC as the Company's independent auditors for the year ending December 31, 2012. A copy of the Company's press release dated May 23, 2012 is filed herewith as Exhibit 99.2 and is hereby incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits**

- 99.1 Company officers' slide show presentation at the Annual Meeting of Shareholders May 22, 2012
- 99.2 Company press release dated May 23, 2012

SIGNATURE

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

MIDDLESEX WATER COMPANY  
(Registrant)

s/Kenneth J. Quinn  
Kenneth J. Quinn  
Vice President, General Counsel,  
Secretary and Treasurer

Dated: May 23, 2012

Celebrating 115 Years!

2012  
Annual Meeting of Shareholders



May 22, 2012  
J. Richard Tompkins Center



# Forward Looking Statement

*Certain matters discussed in this presentation are forward-looking statements intended to qualify for the “safe harbor” from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such because the context of the statement will include words such as the Company “believes,” “anticipates,” “expects” or words of similar import. Similarly, statements that describe the Company’s future plans, objectives, estimates or goals are also forward-looking statements that are subject to the risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the statements.*

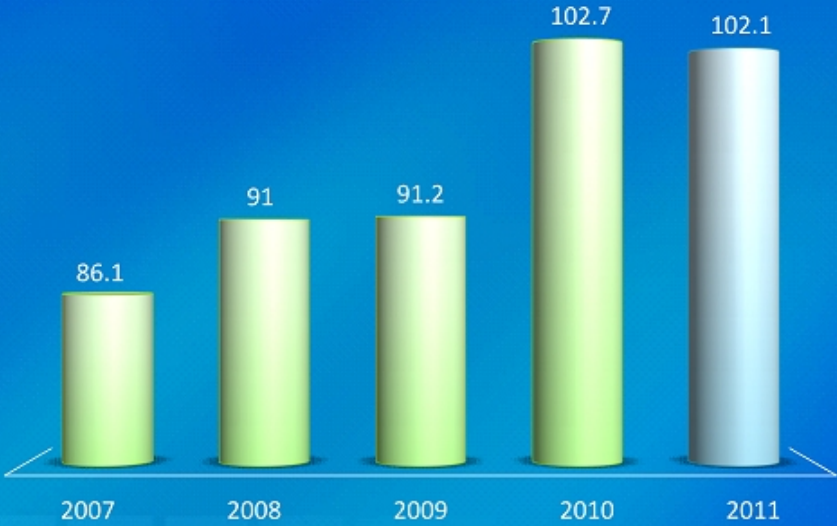
# Financial Highlights



# Earnings Per Share



# Revenues (\$Millions)





# Performance (\$Millions except per share amounts)

	Year Ended	
	December 31,	
	<u>2011</u>	<u>2010</u>
Operating Revenues	\$102.1	\$102.7
Operating Expenses	\$ 77.9	\$ 76.1
Net Income	\$ 13.4	\$ 14.3
Diluted Earnings per Share	\$ 0.84	\$ 0.96

# Factors Impacting 2011 Financial Performance



Weather-related consumption decline



Lower demand from contract and residential customers



Lower connection fees related to a stalled DE housing market

# Factors Impacting 2011 Financial Performance (Continued)



Water Use Trends (Low flow appliances)



Rate Cycles Ending in NJ and DE

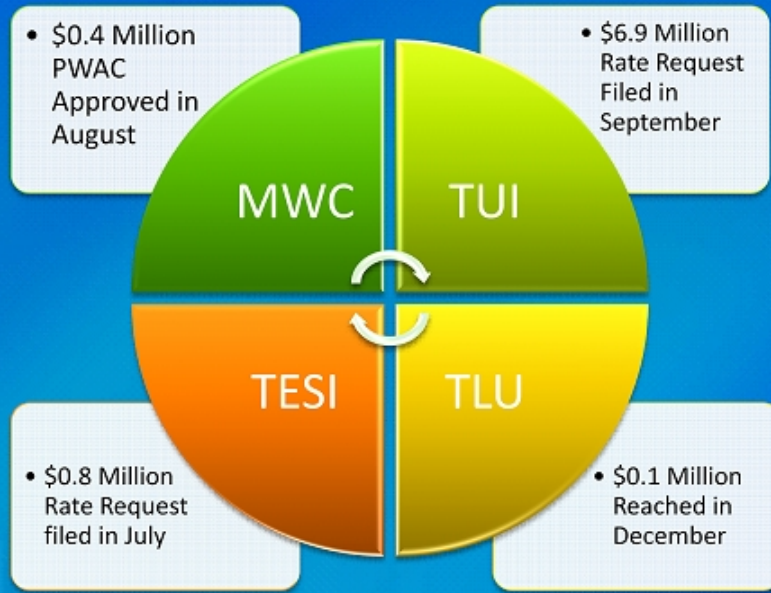


Operations and Maintenance Costs

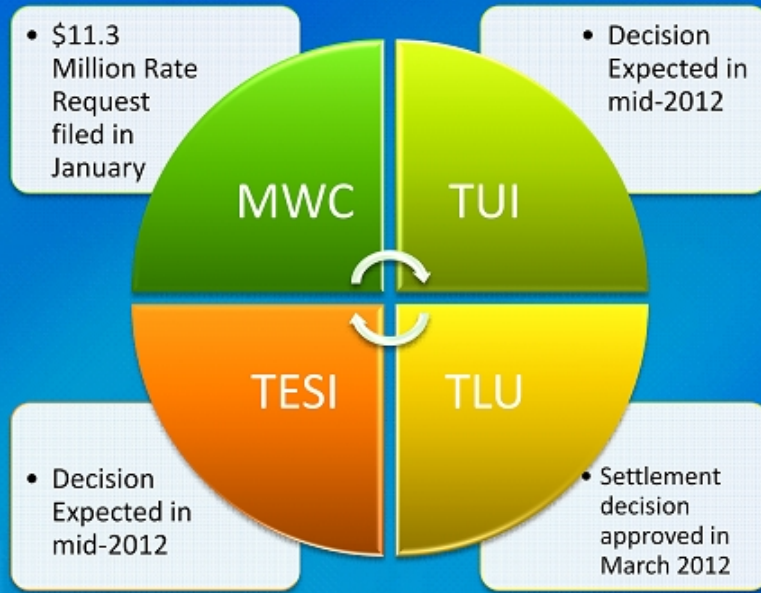
# Performance (\$Millions except per share amounts)

	First Quarter Ended March 31,	
	<u>2012</u>	<u>2011</u>
Operating Revenues	\$23.5	\$24.0
Operating Expenses	\$19.7	\$19.2
Net Income	\$ 1.8	\$ 2.6
Diluted Earnings per Share	\$ 0.11	\$ 0.17

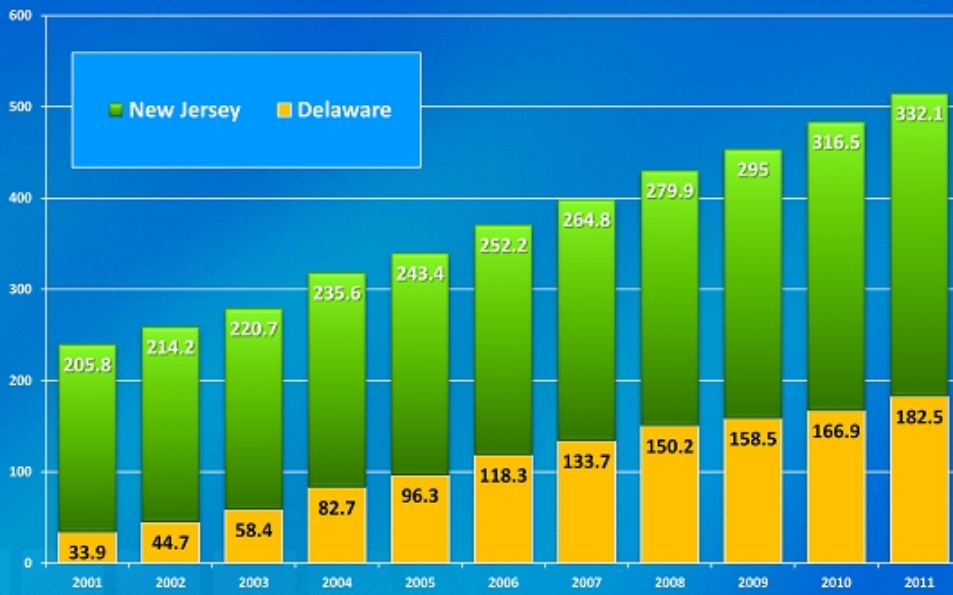
# Rate Activity 2011



# Rate Activity 2012



# Utility Plant (\$Millions)



# 2012 Construction Program (\$Millions)

Total - \$21.8 Million



Distribution System

Plant Improvements

MWC Renew Program

Technology

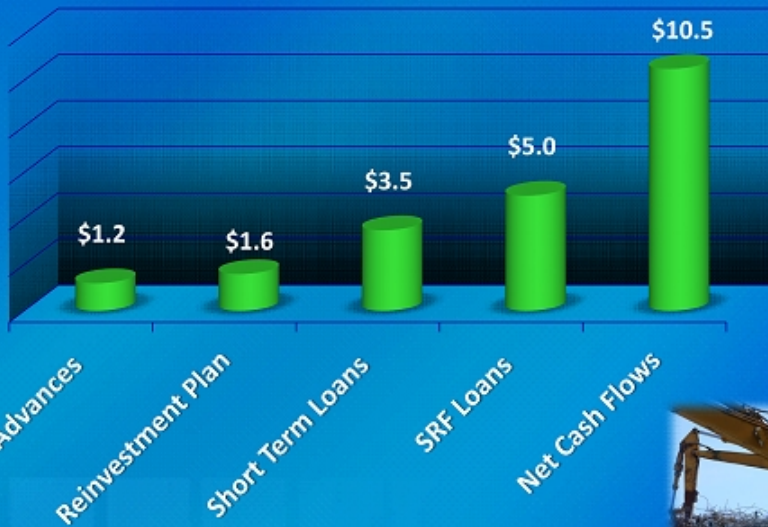
Other Infrastructure Needs



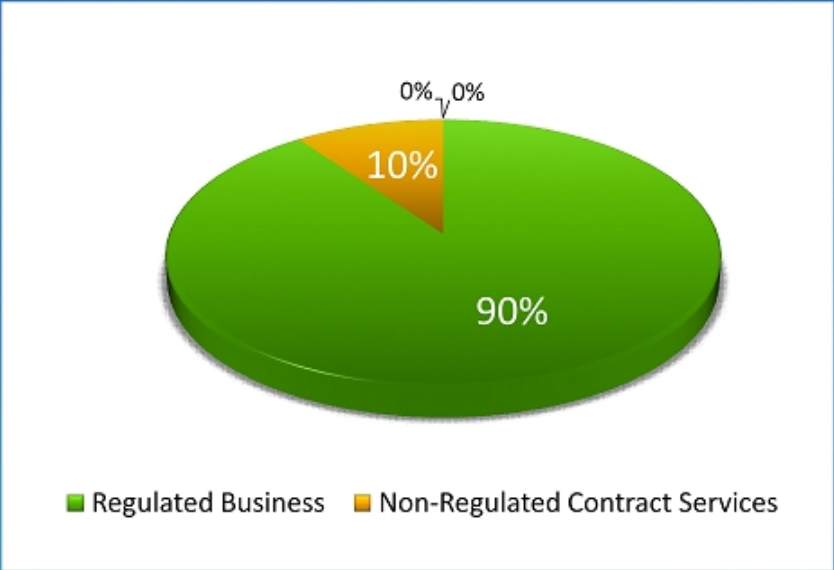


# 2012 Construction Funding (\$Millions)

Total Funding - \$21.8



# Operating Segments



# Regulated vs. Non-Regulated Customers



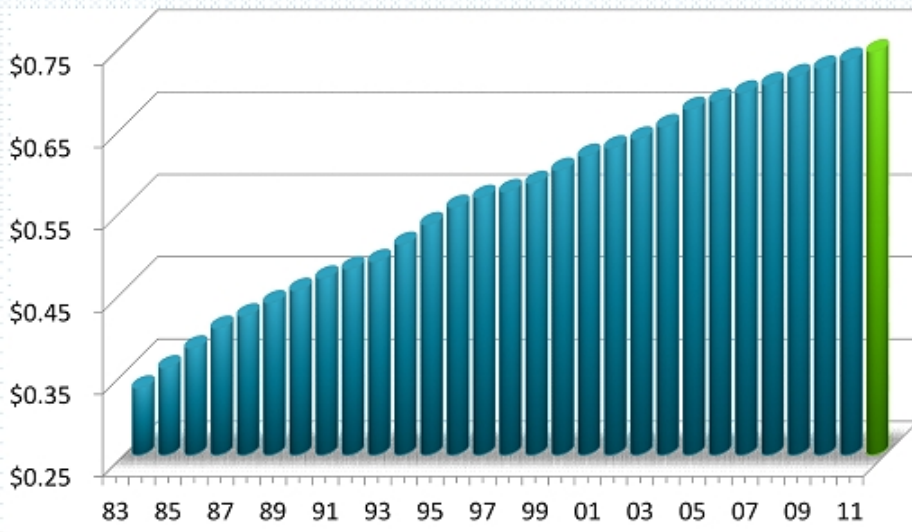
# Celebrating our 100<sup>th</sup> Year of Paying Quarterly Dividends

<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
\$0.74	\$0.73	\$0.72	\$0.71	\$0.70

**Quarterly dividends paid since 1912**  
**Increased dividends for 39 consecutive years**  
**Current Dividend Yield: 4.1%**



# Dividends Paid



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# *Operating Highlights*



# Hurricane Irene Related Main Break



**Hurricane Irene  
Main Break  
--- After Repairs**





# Aging Infrastructure Rehabilitation and Replacement Programs

- \$23 Million invested in Capital Projects in 2011
- Upgrades to treatment plants and distribution systems in DE
- RENEW Program in NJ



# Major Pipeline Infrastructure Upgrades



# RENEW 2012

(Cast Iron water main cleaning and lining project)



- Year 16 of a 25-Year Upgrade Program
- \$3.3 million investment to replace water mains, valves and fire hydrants
- 37,000 feet of 6-, 8 and 10-inch main in the Township of Edison, NJ
- Project funding by New Jersey Environmental Infrastructure Trust



Business processes across departments are integrated into a single system

Helps Reduce Operating Costs, Facilitates Day-to-Day Management, Supports Planning



# ERP Employee Training

- Integration of all modules required extensive employee training
- Over the 4-year implementation of all modules, every employee involved in the project continued to perform their current job responsibilities
- Last core module went live May 21





# Greater Transparency Means Swifter Customer Response Times

**Oracle Primavera P6 Project Schedule**

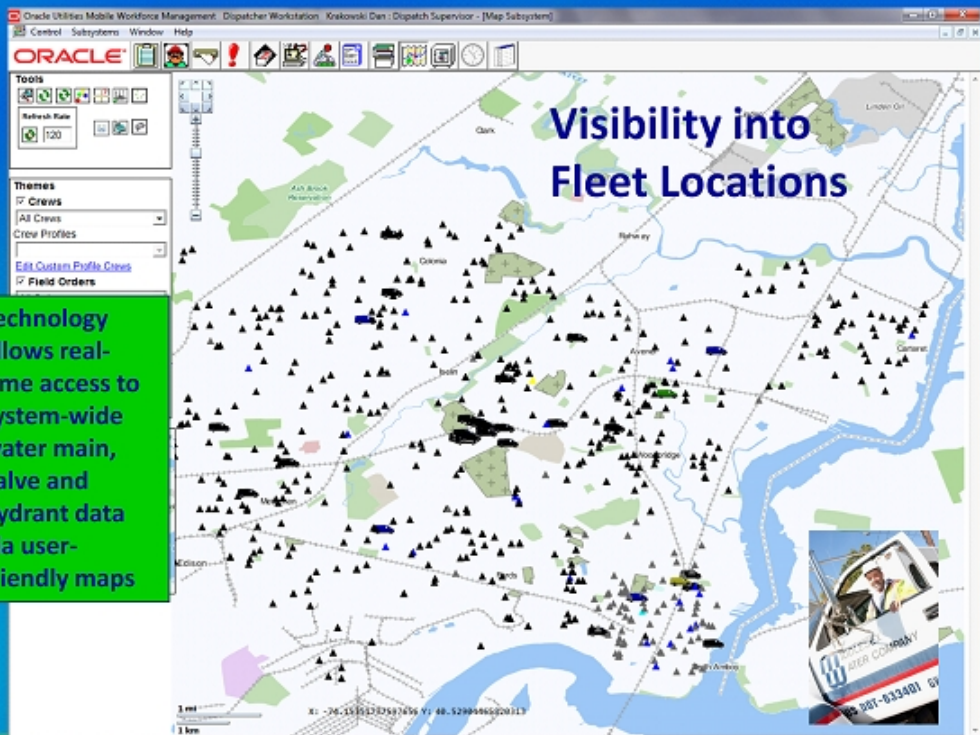
Act ID	Name	Start Time	Duration	End Time	Type	Description	Resource	Location
1200	MOBILIZE	05/10/2012	17:00	17:45:00	M_PRTN	Mobilize Plant Comp	M_PRTN	PLANT 01
1201	ACC.EQUIP	05/10/2012	17:45	18:00:00	M_PRTN	Acc. Equip	M_PRTN	PLANT 01
1202	INSTALL	05/10/2012	18:00	19:00:00	M_PRTN	Install	M_PRTN	PLANT 01

**Gantt Chart Summary:**

- Activity 1200: Mobilize Plant Comp (Start: 05/10/2012 17:00, End: 17:45)
- Activity 1201: Acc. Equip (Start: 05/10/2012 17:45, End: 18:00)
- Activity 1202: Install (Start: 05/10/2012 18:00, End: 19:00)
- Activity 1203: Test (Start: 05/10/2012 19:00, End: 20:00)
- Activity 1204: Commissioning (Start: 05/10/2012 20:00, End: 21:00)
- Activity 1205: Start-up (Start: 05/10/2012 21:00, End: 22:00)
- Activity 1206: Shutdown (Start: 05/10/2012 22:00, End: 23:00)

Knowing the location of our crews enables field personnel to respond to customer inquiries in a more timely and efficient manner





## Visibility into Fleet Locations

Technology allows real-time access to system-wide water main, valve and hydrant data via user-friendly maps



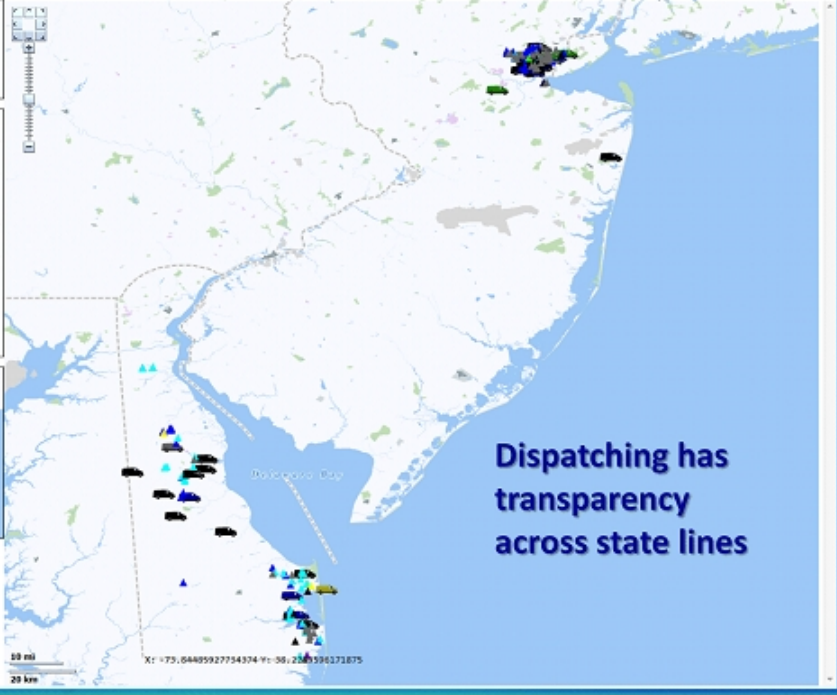
**Tools**

- Refresh Rate: 120
- 

**Themes**

- Crews
- Crew Profiles
- [Edit Custom Profile Crews](#)
- Field Orders
- Field Order Types
- Field Order Types: [MSEX Add Radio]
- FO Profiles
- [Edit Custom Profile Orders](#)
- Routine Orders
- Landmarks

PENNSYLVANIA  
MARYLAND  
Washington



**Dispatching has transparency across state lines**

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# *Enhancing Service to our Customers and Communities*

The image shows a white utility vehicle with the Middlesex Water Company logo and name on its side. The logo consists of a stylized 'M' and 'W' symbol. The text 'MIDDLESEX WATER COMPANY' is printed in blue. In the background, there is a construction site with a yellow CASE excavator and several workers wearing safety gear. The entire image has a semi-transparent blue overlay.

MIDDLESEX  
WATER COMPANY

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# Strategy for Shareholder Value

- ✓ Seek organic customer growth and utility infrastructure growth
- ✓ Pursue acquisitions at reasonable prices
- ✓ Continue Regulated and Non-regulated business and contracts
- ✓ Consider complementary products and services
- ✓ Prudently invest in regulated utility infrastructure that benefits our customers
- ✓ Recover costs through timely rate case filings
- ✓ Focus on geographic diversification

# What we've accomplished...

Greater  
Efficiency

Stronger  
Infrastructure

Expanded Service  
Area

More Strategic  
Partnerships

Complementary  
Business Line

Better Trained  
Workforce

Expanded  
Communication  
Toolkit

Optional Repair  
Plan Offerings

Strong  
Corporate  
Citizenship

# One Enterprise Offering Many Solutions To Municipalities, Small System Owners and Developers



# Offering Customers New Solutions



- Options for customers include water service line, sewer line and interior plumbing and draining
- USA receives a service fee for billing, cash collection and other administrative matters

# Ongoing Maintenance



# TESI Adds Wastewater Facility



Serving  
The Ridings  
Community

- TESI's seventh wastewater treatment facility
- Serves a 75-lot development in Lewes, DE



# Wandendale Update



- TUI seeks to build a regional wastewater treatment and disposal plant
- Status: Construction permit has been issued



# Southern DE Operations Center



Facility allows for:

- ✓ Centralized Inventory
- ✓ Enhanced dispatching capabilities
- ✓ More efficient response to customers in Southern Delaware



# 10-Year Management Contract with Avalon, NJ

- **Utility Service Affiliates (USA) will operate and manage the Borough's water, wastewater and storm water collection systems**
- **Contract runs July 1, 2012 through June 2022**
- **Work includes: billing operations, customer service issues, meter installations, emergency response for water and sewer line breaks and day to day operations**
- **Operating out of Avalon Public Works Dept.**



# Agreement with Sunoco Logistics

- USA has entered a one year agreement to operate the Eagle Point Biological Wastewater Treatment Facility in Westville, NJ
- USA responsible for daily operation of the industrial wastewater treatment facility
- USA assumed system operation in Q1 2012



There is value in  
used water!

There's no such thing  
as wastewater!

Interest is rising because of  
increasing energy costs.

Water

Energy

Nutrients

Metals



WALDEY  
WATER COMPANY

# Ridgewood Green

- MSEX and Natural Systems Utilities formed a joint venture
- 20-year public private partnership with the Village of Ridgewood, New Jersey
- Ridgewood Green will design, build, own and operate facilities to optimize production of electricity at Ridgewood's municipal wastewater treatment plant
- Facility operation expected to begin Q4 2012



NATURAL SYSTEMS UTILITIES



## Resource Recovery from Wastewater Effluent

Wastewater effluent is a potential source of resources and alternative energy

Many technologies are able to recover energy (Wastewater effluent to biogas)

Sustainable and environmentally friendly approach







**Conversion of  
biogas to  
electricity via  
anaerobic  
digestion**



**Installation of  
solar arrays to  
produce  
additional  
electricity**



**Addition of  
ultraviolet light  
for wastewater  
disinfection**

**Approach to Treatment Process Optimization**

# Employee Training & Development

**Training**

Knowledge  
useful abilities  
backbone of e  
quired for a t

## Skills Development Training for Supervisory/Management Staff

- Setting the Stage for Excellent Performance
- Communicating for Results
- Building Effective Work Relationships
- Coaching for Optimal Performance
- Building a Positive Work Environment
- Developing Employee Skills and Work Habits
- Managing Priorities, Time and Projects
- Solving Problems on the Front Line
- Resolving Conflicts
- Understanding workplace legalities



**RUTGERS**  
Center for Management  
Development

# Honors and Awards



# Serving Our Communities



TIDWATER  
WATER COMPANY

# Communicating The Value of Water

Tap water is essential to life.



Tap water is essential to life.



### Customer Update

Protecting Your Family's Water. Discover the importance of water quality and how to ensure your water is safe and healthy. Learn more about the water quality issues in your area and how to protect your family's health.

**Water Quality Issues in Your Area**

Water quality issues in your area can be a concern for many families. This update provides information on the current water quality issues in your area and how to protect your family's health.

**How to Protect Your Family's Water**

There are several ways to protect your family's water. You can install a water filter, use bottled water, or use a water treatment system. You can also take steps to reduce water usage and conserve water.

**Water Quality Issues in Your Area**

Water quality issues in your area can be a concern for many families. This update provides information on the current water quality issues in your area and how to protect your family's health.

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# Executive Leadership Changes



**James Garrett Retired  
in March 2012**



**Lorrie Ginegaw Named  
Vice President – Human  
Resources**

Our dedicated employees help us continue our 115-year old tradition of quality service!



Our Values: ■ Integrity ■ A Strong Customer Focus ■ Continual Improvement  
■ Teamwork ■ Social Responsibility ■ A Results-Driven Work Ethic



**Celebrating 115 Years!**

2012  
Annual Meeting of Shareholders



Thank you for your continued interest and support!



## MIDDLESEX WATER COMPANY HOLDS ANNUAL MEETING

ISELIN, NJ, (May 23, 2012) “Greater efficiencies, stronger infrastructure, more strategic partnerships and a better trained workforce were just a few of the ways Middlesex Water delivered for its customers, communities and shareholders in 2011,” said Dennis W. Doll, Chairman, President and CEO, at the Company’s Annual Meeting of Shareholders held Tuesday, May 22, 2012 at its corporate headquarters. Middlesex Water Company (NASDAQ:MSEX), is a provider of water and wastewater and related services, in New Jersey, Delaware and Pennsylvania.

Management’s presentation at the Annual Meeting of Shareholders is available in the Investor Relations section of the Company’s website [www.middlesexwater.com](http://www.middlesexwater.com) under News & Market Data/Presentations and Interviews.

At the meeting, shareholders of the Company elected Directors John C. Cutting and Dennis Doll, ratified the Audit Committee’s selection of Parente Beard LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012 and approved a non-binding advisory resolution approving the compensation of the Company’s named executive officers.

### **About Middlesex Water Company**

Middlesex Water Company, organized in 1897, is an investor-owned water utility, serving customers in central and southern New Jersey and in the State of Delaware.

For additional information regarding Middlesex Water Company, visit the Company’s Web site at [www.middlesexwater.com](http://www.middlesexwater.com) or call (732) 634-1500.

*This release contains forward- looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, our long-term strategy and expectations, the status of our acquisition program, the impact of our acquisitions, the impact of current and projected rate requests and the impact of our capital program on our environmental compliance. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions, unfavorable weather conditions, the success of certain cost containment initiatives, changes in regulations or regulatory treatment, availability and the cost of capital, the success of growth initiatives and other factors discussed in our filings with the Securities and Exchange Commission.*

### Contact:

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Iselin, New Jersey 08830  
(732) 638-7549  
[www.middlesexwater.com](http://www.middlesexwater.com)

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