

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: November 3, 2006

MIDDLESEX WATER COMPANY

(Exact name of registrant as specified in its charter)

NEW JERSEY

0-422

22-1114430

(State or other jurisdiction of
incorporation or organization)

(Commission
File Number)

(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 8.01. Other Events.

On November 3, 2006, Middlesex Water Company (the "Company") issued a press release announcing the pricing of the public offering, issuance and sale of 1,300,000 shares of the Company's common stock, no par value. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Middlesex Water Company Press Release dated November 3, 2006

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: November 3, 2006

MIDDLESEX WATER ANNOUNCES PRICING OF COMMON STOCK OFFERING

ISELIN, NJ - November 3, 2006 -- Middlesex Water Company (NASDAQ: MSEX) (the "Company") announced today that it has priced an underwritten public offering of 1,300,000 shares of its common stock at a price to the public of \$18.46 per share. The underwriters have a 30-day over-allotment option to purchase up to an additional 195,000 shares. The offering is expected to close on November 8, 2006.

The proceeds of the offering will be used to repay in full all of the Company's outstanding short-term borrowings and to partially finance its ongoing construction program.

The managing underwriters for the offering are Janney Montgomery Scott LLC and A.G. Edwards & Sons, Inc. The offering will be made only by means of a prospectus. A copy of the final prospectus related to the offering can be obtained when available by contacting Janney Montgomery Scott LLC, 60 State Street, 35th Floor, Boston, MA 02109, Attention: Equity Syndicate Department or prospectus@jmsonline.com.

The shares of common stock were sold pursuant to a registration statement that has been declared effective by the Securities and Exchange Commission. The shares are only offered by means of the prospectus related to this offering. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the common stock in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

Middlesex Water Company, organized in 1897, is an investor-owned water utility and together with its subsidiaries, is engaged in the business of collecting, treating, distributing and selling water for domestic, commercial, industrial and fire protection purposes in New Jersey and Delaware. The Company also provides waste water systems and services in New Jersey and Delaware.

For more information, contact:

Bernadette Sohler, Director of Communications (732) 634-1500, Ext. 281