

Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Middlesex Water Company  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

596680-10-8  
(CUSIP Number)

Check the following box if a fee is being paid with this statement: [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NOTE: THIS AMENDMENT #1 TO SCHEDULE 13G IS FILED FOR THE PURPOSE OF CORRECTING AN ERROR IN ITEM 6 OF SCHEDULE 13G FILED ON JANUARY 27, 1995.

CUSIP No. 596680-10-8

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Midlantic Bank, N.A.  
22-1146430

2. CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
[ ]

[ ] (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

293,200

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

400

8. SHARED DISPOSITIVE POWER

292,800

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
293,200
10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7%
12. TYPE OF REPORTING PERSON  
BK

Item 1(a) Name of Issuer:  
Middlesex Water Company

Item 1(b) Address of Issuer's Principal Executive Offices:  
P. O. Box 1500  
Iselin, New Jersey 08830

Item 2(a) Name of Person Filing:  
Midlantic Bank, N.A.

Item 2(b) Address of Principal Business Office or if none, Residence:  
499 Thornall Street  
Metro Park Plaza  
P. O. Box 600  
Edison, New Jersey 08818

Item 2(c) Citizenship:  
United States of America

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
596680-10-8

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b),  
check whether the person filing is a:  
(b) (x) Bank as defined in Section 3(a) (6) of the Act

Item 4 Ownership:

(a) Amount Beneficially Owned	293,200
(b) Percent of Class	7.00
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote	293,200
(ii) shared power to vote or to direct the vote	0
(iii) sole power to dispose or to direct the disposition of	400
(iv) shared power to dispose or to direct the disposition of	292,800

Item 5 Ownership of Five Percent or Less of a Class: [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
The Trust and Financial Management Department of Midlantic Bank, N.A. holds 400 shares of the above security as trustee of a trust established under the Will of Caroline G. Killian and the dividends from such securities are being held for the benefit of remaindermen. The remaining 292,800 shares and the dividends paid thereon are held in an investment management account for the benefit of Verona Construction Co. No other person other than Midlantic Bank, N.A. as fiduciary has a right to receive the proceeds from the sale of such securities.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:  
None

Item 8 Identification and Classification of Members of the Group:  
None

Item 9 Notice of Dissolution of Group:  
None

Item 10 Certification:  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 1995

Midlantic Bank, N.A.

By: /s/ David B. Gaynor

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David B. Gaynor  
Senior Vice President