

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person\*

Sullivan Dennis G.  
-----  
(Last) (First) (Middle)  
-----  
6 Bowsprit Drive  
-----  
(Street)  
Bayville NJ 08721  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Middlesex Water Company (MSEX)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

March 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

President

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

| 1.<br>Title of Security<br>(Instr. 3)   | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction(s)<br>(Instr. 3 &<br>Instr.4) | 6.<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.4) | 7.<br>Nature of<br>Indirect<br>Ownership<br>(Instr.4) |
|-----------------------------------------|----------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------|------------------|---------|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------|
|                                         |                                              |                                                             |                                                          | Amount                                                                     | (A)<br>or<br>(D) | Price   |                                                                                                                  |                                                                                   |                                                       |
| Common Stock<br>(Restricted Stock)      |                                              |                                                             |                                                          |                                                                            |                  | 6,000   | D                                                                                                                |                                                                                   |                                                       |
| Common Stock                            | 3/03/03                                      |                                                             | V                                                        | 4                                                                          | A                | 21.4937 | 954                                                                                                              | D                                                                                 |                                                       |
| Common Stock<br>(Dividend Reinvestment) |                                              |                                                             |                                                          |                                                                            |                  | 1,408   | D                                                                                                                | Joint<br>Account<br>with<br>Spouse<br>Mary G.<br>Sullivan                         |                                                       |
| Common Stock<br>(Dividend Reinvestment) |                                              |                                                             |                                                          |                                                                            |                  | 224     | I                                                                                                                | Custodial<br>Account<br>for Son -<br>Dennis J.<br>Sullivan                        |                                                       |

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares | 8.<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9.<br>Number<br>of<br>deriv-<br>ative<br>Secur-<br>ities<br>Bene-<br>ficially<br>Owned<br>Follow-<br>ing<br>Reported<br>Trans-<br>action(s)<br>(Instr.<br>4) | 10.<br>Owner-<br>ship<br>Form<br>of<br>Deriv-<br>ative<br>Secur-<br>ity:<br>Direct<br>(D) or<br>In-<br>direct<br>(I)<br>(Instr.<br>4) | 11.<br>Nature<br>of<br>In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship<br>(Instr.<br>4) |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
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Explanation of Responses:

/s/ M.F. Reynolds, Power of Attorney for  
Dennis G. Sullivan

March 3, 2003

\*\*Signature of Reporting Person

Date

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.