

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: February 22, 2011

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))
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**Item. 5.02. Departure of Director or Principal Officers; Election of Directors; Appointment of Certain Officers.**

On February 22, 2011, J. Richard Tompkins, a director of Middlesex Water Company (the "Company"), advised Middlesex Water of his intent to retire from the Company's Board of Directors when his current term ends upon the election of directors at the Company's 2011 Annual Meeting of Shareholders, which is scheduled for May 24, 2011. Director Tompkins indicated that he does not have any disputes regarding Middlesex Water's operations, policies or practices. A copy of the Company's February 22, 2011 press release announcing Director Tompkins' retirement is attached as Exhibit 99.1 to this Form 8-K Report.

Item 9.01 Financial Statements and Exhibits

Exhibits:

99.1 Press Release dated February 22, 2011 announcing the retirement of J. Richard Tompkins from the Middlesex Water Company Board of Directors.

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: February 22, 2011

# MIDDLESEX WATER COMPANY ANNOUNCES RETIREMENT OF DIRECTOR J. RICHARD TOMPKINS FROM ITS BOARD

## Retirement in May 2011 Concludes Thirty Years of Service

ISELIN, NJ (February 22, 2011) – Middlesex Water Company (NASDAQ:MSEX), a provider of water, wastewater and related services in New Jersey and Delaware, today announced the retirement of J. Richard Tompkins, who will not seek re-election to Middlesex Water Company's Board of Directors when his term expires in May 2011. Tompkins served Middlesex Water for nearly three decades. He was President of the Company from 1981-2003 and served as Chairman of the Board from 1990 – 2010. On May 25, 2010, Tompkins announced his decision to retire as Board Chairman, but to remain in service to the Company as a director.

"Rich's expertise in engineering, operations and management has greatly contributed to our Company and our industry," said Middlesex Water Chairman, President and CEO Dennis W. Doll. "His vision and foresight has helped build our company into what it is today. We are better for his legacy of leadership and his many contributions," added Mr. Doll.

Middlesex Water Company will not be nominating a replacement for Mr. Tompkins at the Annual Meeting and will operate with an 8-member board of directors at that time.

### About Middlesex Water Company

Middlesex Water Company, organized in 1897, provides regulated and unregulated water and wastewater utility services primarily in New Jersey and Delaware through various subsidiary companies. For additional information regarding Middlesex Water Company visit our website 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:

Bernadette Sohler, Vice President – Corporate Affairs  
Middlesex Water Company  
1500 Ronson Road  
Iselin, New Jersey 08830  
[www.middlesexwater.com](http://www.middlesexwater.com)  
(732) 638-7549