

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 8

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MIDDLESEX WATER COMPANY

(Exact name of Registrant as specified in its charter)

New Jersey

22-1114430

(State or other jurisdiction of
incorporation or organization)

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

1500 Ronson Road, Iselin, New Jersey 08830
(Address of principal executive offices)

732-634-1500
(Registrant's telephone number, including area code)

MARION F. REYNOLDS
Vice President,
Secretary and Treasurer
Middlesex Water Company
1500 Ronson Road
Iselin, New Jersey 08830
732-634-1500

(Name, address, and telephone number of agent for service)

Copy to:
PETER D. HUTCHEON
Norris, McLaughlin & Marcus
721 Route 202 & 206 North
PO Box 1018
Somerville, NJ 08876-1018

The Post Effective Amendment filed herewith relates to Registration No. 33-11717 on Form S-E filed by the registrant on December 12, 1991.

The date of this Prospectus Supplement is January 29, 2003.

RE: SPECIAL 5% DISCOUNT OFFER TO DRIP PLAN PARTICIPANTS

Dear Shareholder:

This letter supplements certain information contained in the prospectus dated January 25, 2000, (the "Prospectus") covering the Company's Dividend Reinvestment and Common Stock Purchase Plan (the "Plan"). It refers especially to the reduced purchase price provision covered in the answer to Question 25 of the Prospectus.

For a limited period of time Middlesex Water Company is offering to sell up to 150,000 shares of its Common Stock at a 5% discount to participants in the Plan. The offer applies to all purchases under the Plan made between February 28, 2003, and September 2, 2003, whether by Optional Cash Payment, Dividend Reinvestment or employee payroll deduction. To take advantage of this offer through Optional Cash Payments, the cash payment form attached to your statement of account, together with your payment, must be received by the Agent (Registrar and Transfer Company, 10 Commerce Drive, Cranford, NJ 07016) between February 20, 2003, and August 20, 2003.

The 5% reduction in price also will apply to dividends paid and reinvested on February 28, 2003, (to holders of record February 14, 2003). In addition, this discount will apply to any other dividends declared, paid and reinvested

during the discount period.

This offer is limited to an aggregate of 150,000 shares on a first-come, first-served basis. During this reduction period, the price of the stock will be 95% of the purchase price as described in the answer to Question 24 of the Prospectus.

If purchases are made at the reduced price and shares are then withdrawn from the Plan within six months after the purchase you will be subject to a withdrawal fee equal to the original 5% purchase price reduction on all shares withdrawn.

You should refer to the Prospectus for details and other terms of the Plan. If you have any questions about this proposal or need an additional copy of the Prospectus, please feel free to call Marion F. Reynolds, Vice President, Secretary and Treasurer of the Company. If you do not wish to participate in this offer, except for the reinvestment of dividends, no action is required on your part.

MIDDLESEX WATER COMPANY

/s/ Dennis G. Sullivan

Dennis G. Sullivan

President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant Certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement or Amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Woodbridge, State of New Jersey on the 29th day of January 2003.

MIDDLESEX WATER COMPANY

By: /s/ Dennis G. Sullivan

Dennis G. Sullivan,
President and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or Amendment has been signed below by the following person in the capacity and on the date indicated.

Signature -----	Title -----	Date -----
/s/J. Richard Tompkins ----- J. Richard Tompkins	Chairman of the Board and Director	1/23/03 -----
/s/ Dennis G. Sullivan ----- Dennis G. Sullivan	President and Director	1/23/03 -----
/s/ A. Bruce O'Connor ----- A. Bruce O'Connor	Vice President and Controller	1/23/03 -----
/s/ Annette Catino ----- Annette Catino	Director	1/23/03 -----
/s/ John C. Cutting ----- John C. Cutting	Director	1/23/03 -----
/s/ John R. Middleton, M.D. ----- John R. Middleton, M.D.	Director	1/23/03 -----
/s/ John P. Mulkerin ----- John P. Mulkerin	Director	1/23/03 -----
/s/Stephen H. Mundy ----- Stephen H. Mundy	Director	1/23/03 -----
_____ Walter G. Reinhard	Director	_____ -----
/s/Jeffries Shein ----- Jeffries Shein	Director	1/23/03 -----