



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0405

Mail Stop 3561

August 8, 2008

Mr. Dennis W. Doll  
President and Chief Executive Officer  
Middlesex Water Company  
1500 Ronson Road  
Iselin, New Jersey 08830

**Re: Middlesex Water Company  
Item 4.02 Form 8-K  
Filed August 6, 2008  
File No. 0-422**

Dear Mr. Doll:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with more information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

1. Please disclose whether your board of directors, the audit committee or other committee of the board of directors or your officer(s) authorized to take such action, if board action is not required, concluded that previously issued financial statements for the quarterly period ended March 31, 2008 should no longer be relied upon. Also disclose the date of the conclusion regarding the non-reliance. Refer to Item 4.02(a)(1) of Form 8-K.
2. Please specifically disclose whether the audit committee, or the board of directors in the absence of an audit committee, or another committee or authorized officer

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or officers, discussed the matters disclosed in Item 4.02 with Beard Miller Company, LLP. Your reference to “the Company” under the heading “Statement of Capital Stock and Long-term Debt and Balance Sheet to Be Restated” is unclear in this regard. Refer to Item 4.02(a)(3) of Form 8-K.

As appropriate, please amend your filing and respond to these comments within five business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter that provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments. Please submit your response letter on EDGAR.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

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If you have any questions regarding these comments, please direct them to me at (202) 551-3332. In my absence, you may direct your questions to William Thompson, Branch Chief, at (202) 551-3344.

Sincerely,

Sondra Snyder  
Staff Accountant