

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Tompkins	Richard	J.
(Last)	(First)	(Middle)
23 Hidden Pine Drive		
(Street)		
Colts Neck	NJ	07722-1566
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Middlesex Water Company (MSEX)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

October 2002

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

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

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

CEO

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. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock (Restricted Stock)	10/1/02		1,500	A	22.4386	10,950	D	
Common Stock						15,050	D	
Common Stock (Dividend Reinvestment)						6,451	D	
Common Stock (Ten w Spouse)						600	D	
Common Stock (Dividend Reinvestment w/Spouse)						1,648	D	
Common Stock (Dividend Reinvestment)						713	I	Son

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response) (Over)

FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5) Exercisable Date Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
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Explanation of Responses:

/s/ M.F. Reynolds, Power of Attorney for J. Richard Tompkins

October 1, 2002

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

POWER OF ATTORNEY

This Power of attorney is made on August 22, 2002

I, J. RICHARD TOMPKINS, as a member of the Board of Directors of Middlesex Water Company hereby appoint the Corporate Secretary or Assistant Corporate Secretary of Middlesex Water Company as Attorney-in-Fact on my behalf to prepare, sign and file SEC form 4 with respect to those transactions required to be reported, including but not limited to, change in ownership of any equity security, under Section 403 of the Securities Exchange Act of 1934. I further authorize my Attorney-in-Fact to do any and all things necessary on my behalf to accomplish the foregoing in order that SEC form 4 may be filed timely in accordance with the provisions of the Securities Act of 1934, as the same may be amended from time to time.

This Power of Attorney shall not be affected by subsequent disability or incapacity of the undersigned, or lapse of time.

By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

Witness:

/s/ Kenneth J. Quinn

/s/ J. Richard Tompkins

J. Richard Tompkins

State of New Jersey
County Of Middlesex

I certify that on August 22, 2002 J. Richard Tompkins personally came before me and stated to my satisfaction that this person:

- (a) was the maker of the above instrument, and
- (b) executed this instrument as his/her own act.

/s/ Janine Y. Bauer

Janine Y. Bauer
Notary Public
My Commission Expires
March 1, 2006