

Registration No.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 6
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
(State or other jurisdiction of
incorporation or organization)

22-1114430
(I.R.S. Employer
Identification No.)

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

732-634-1500
(Registrants 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-3 filed by the
registrant on December 12, 1991.

The date of this Prospectus Supplement is November 10, 1997

RE: SPECIAL 5% DISCOUNT OFFER TO DRIP PLAN PARTICIPANTS

Dear Shareholder:

This letter supplements certain information contained in the
Prospectus dated May 28, 1993, (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 14 of the Prospectus.

For a limited period of time Middlesex Water Company is offering to
sell 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
January 2, 1998, and June 1, 1998, 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 December 19, 1997, and May 20,
1998.

The 5% reduction in price will also apply to dividends paid and
reinvested on March 2, 1998, (to holders of record February 16, 1998)
and June 1, 1998, (to holders of record May 15, 1998).

This offer is limited to an aggregate of 100,000 shares on a first-
come, first-served basis. During this reduction period, the price of
the stock will be 95% of the Normal Purchase Price (or the Determined

Purchase Price, if applicable) as described in the answer to Question 14 in 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% per share 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-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.

Sincerely,

MIDDLESEX WATER COMPANY

/J. Richard Tompkins/
J. Richard Tompkins
Chairman of the Board
and 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 10th day of November 1997.

MIDDLESEX WATER COMPANY

/J. Richard Tompkins/
J. Richard Tompkins,
Chairman of the Board and President

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

Title	Signature	Date
Chairman of the Board and President and Director	/J. Richard Tompkins/ J. Richard Tompkins	11/10/97 Date
Executive Vice President and Director	/Richard A. Russo/ Richard A. Russo	11/10/97 Date
Director	/John C. Cutting/ John C. Cutting	11/07/97 Date
Director	/Ernest C. Gere/ Ernest C. Gere	11/06/97 Date
Director	/John P. Mulkerin/ John P. Mulkerin	11/10/97 Date
Director	/Stephen H. Mundy/ Stephen H. Mundy	11/06/97 Date
Director	/Philip H. Reardon/ Philip H. Reardon	11/06/97 Date
Director	/Carolina M. Schneider/ Carolina M. Schneider	11/07/97 Date
Director	/William E. Scott/ William E. Scott	11/06/97 Date
Director	/Jeffries Shein/ Jeffries Shein	11/10/97 Date