

FORM 8-K

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Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report: July 29, 2004

MIDDLESEX WATER COMPANY

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(Exact name of registrant as specified in its charter)

NEW JERSEY

0-422

22-1114430

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(State or other jurisdiction of  
incorporation or organization)

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(Commission  
File Number)

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

1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830

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(Address of principal executive offices, including zip code)

(732)-634-1500

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(Registrant's telephone number, including area code)

Middlesex Water Company

Item. 5. Other Events

Announcement of Second Quarter 2004 Earnings as set forth in the attached press release.

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

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Kenneth J. Quinn  
General Counsel, Secretary and Treasurer

Dated: July 29, 2004

Contact: Bernadette M. Sohler, Director of Communications (732) 634-1500

#### Middlesex Water Company REPORTS SECOND QUARTER EARNINGS

ISELIN, NJ, (July 29, 2004) Middlesex Water Company, (NASDAQ:MSEX), a provider of water and wastewater services in New Jersey and Delaware, announced an 11.1% increase in consolidated operating revenues for the quarter ended June 30, 2004.

#### Second Quarter 2004 Results

Consolidated operating revenues, for the quarter ended June 30, 2004, were \$17.8 million, up \$1.8 million, from \$16.0 million for the same period in 2003. Continued double-digit customer growth and base rate increases for the Company's Delaware subsidiary, Tidewater Utilities, Inc. (TUI) generated an additional \$0.5 million in revenues, while base rate increases accounted for most of the Middlesex system's additional \$0.5 million, and our meter installation joint venture contributed \$0.7 million to revenues. Operating expenses increased to \$14.7 million, up from \$12.9 million. Costs associated with the customer growth in Delaware and the meter replacement project were \$0.9 million of the increase. Higher costs for purchased water, energy, payroll and benefits, insurance and corporate governance fees for the Middlesex system represented \$0.6 million of the increase.

The Company reported second quarter 2004 earnings applicable to common stock increased to \$1.9 million, compared to \$1.8 million in the prior year, however earnings per share of common stock of \$0.17 were comparable with the prior year, primarily because of the dilution of shares outstanding during the current year due to the sale of 700,000 of common stock on May 12, 2004.

#### Six-Month Results

For the six months ended June 30, 2004, revenues were \$33.6 million, up from \$31.0 million for the same period in the prior year. The double-digit customer growth and base rate increases for TUI generated an additional \$0.8 million in revenues, while base rate increases accounted for most of the Middlesex system's additional \$0.6 million in revenues, and our meter installation joint venture added \$1.2 million to revenues. Operating expenses increased to \$28.3 million, up from \$25.5 million. Costs associated with the customer growth in Delaware and the meter replacement project were \$1.7 million of the increase. Higher costs for purchased water, energy, payroll and benefits, insurance and corporate governance fees for the Middlesex system represented \$1.0 million of the increase.

For the six-month period ended June 30, 2004, earnings applicable to common stock were \$2.8 million, or \$0.26 per share of common stock, compared to \$2.9 million or \$0.28 per share for the same period in 2003. The earnings per share decline is due to the reduction in income, coupled with the dilution of the shares outstanding following the stock sale during May 2004.

#### Twelve-Month Results

For the twelve months ended June 30, 2004, revenues were \$66.8 million, up from \$63.2 million for the same period in the prior year. The double-digit customer growth and base rate increases for TUI generated an additional \$1.7 million in revenues, while our meter installation joint venture added \$1.5 million to revenues. Operating expenses increased to \$55.4 million, up from \$50.8 million. Costs associated with the customer growth in Delaware and the meter replacement project were \$2.3 million of the increase. Higher costs for purchased water, energy, water treatment, payroll and benefits, insurance and corporate governance fees for the Middlesex system represented \$2.0 million of the increase. As a result, earnings applicable to common stock were \$6.3 million, or \$0.59 per share of common stock, compared to \$7.4 million or \$0.71 per share for the same period in 2003.

#### Board Declares Quarterly Dividend

The Company's Board of Directors approved a quarterly dividend of \$0.165 per share, payable September 1, 2004, to common shareholders as of August 13, 2004. The Company has paid cash dividends in varying amounts for the past 90 years and the dividend has been increased in each year since 1973. Middlesex Water has a Dividend Reinvestment Plan under which dividends and optional cash payments can be used to purchase additional shares of Common stock.

#### Other News

Middlesex Water Company reported that facilities at its subsidiaries, Pinelands Water Company and Pinelands Wastewater Company in Southampton Township, New Jersey, were unharmed by the severe storm and historic flooding which affected much of Burlington County in mid-July. The Pinelands Companies provide water and wastewater service to more than 2,300 customers in the LeisureTowne and Hampton Lakes communities of Southampton Township. "Fortunately, our facilities were unaffected by the flooding, our water supply and water quality were never compromised and we were able to continue to provide normal operations," said Pinelands Chairman Dennis G. Sullivan.

#### About Middlesex Water Company

Middlesex Water Company, organized in 1897, is an investor-owned water utility, serving customers in central and southern New Jersey and in the State of Delaware. The Company and its New Jersey subsidiaries - Pinelands Water Company and Pinelands Wastewater Company--are subject to the regulations of the Board of Public Utilities of the State of New Jersey. Middlesex Water operates the water and wastewater utilities for the City of Perth Amboy through its subsidiary, Utility Service Affiliates (Perth Amboy), Inc. The Company's Delaware subsidiary, Tidewater Utilities, Inc., together with Southern Shores Water Company, is subject to the regulations of the Public Service Commission in Delaware. These companies are also subject to various Federal and State and regulatory agencies concerning water quality standards.

For additional information regarding Middlesex Water Company, visit the Company's Web site at [www.middlesexwater.com](http://www.middlesexwater.com) or call (732) 634-1500.

Certain matters discussed in this press release are "forward-looking statements" regarding the Company's results of operations and financial position. Such statements address future plans, objectives, expectations and events concerning various matters such as capital expenditures, earnings, litigation, growth potential, rate, regulatory matters, liquidity, capital resources and accounting matters. Actual results in each case could differ materially from those currently anticipated in such statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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MIDDLESEX WATER COMPANY  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	2003	Six Months Ended June 3 2004	2003	Twelve Months Ended June 30, 2004	2003
Operating Revenues	\$17,769,913	\$15,997,966	\$33,645,646	\$30,979,339	\$66,777,521	\$63,157,387
Operating Expenses:						
Operations	9,357,580	7,793,242	18,261,671	15,604,871	35,322,899	30,785,511
Maintenance	808,459	805,824	1,670,967	1,781,678	3,418,402	3,311,488
Depreciation	1,449,469	1,338,617	2,885,699	2,618,797	5,629,629	4,973,517
Other Taxes	2,026,107	1,961,134	3,971,301	3,869,262	7,917,957	7,818,102
Income Taxes	1,018,643	991,545	1,526,002	1,621,278	3,141,942	3,881,661
Total Operating Expenses	14,660,258	12,890,362	28,315,640	25,495,886	55,430,829	50,770,279
Operating Income	3,109,655	3,107,604	5,330,006	5,483,453	11,346,692	12,387,108
Other Income:						
Allowance for Funds Used During Construction	80,721	65,199	130,282	157,805	288,396	275,499
Other Income	117,759	22,247	137,565	42,191	226,873	235,968
Other Expense	(26,440)	(48,554)	(29,676)	(67,724)	(51,883)	(122,019)
Total Other Income	172,040	38,892	238,171	132,272	463,386	389,448
Interest Charges	1,391,364	1,342,690	2,644,206	2,587,038	5,284,198	5,148,581
Net Income	1,890,331	1,803,806	2,923,971	3,028,687	6,525,880	7,627,975
Preferred Stock Dividend Requirements	63,696	63,696	127,393	127,393	254,786	254,786
Earnings Applicable to Common Stock	\$ 1,826,635	\$ 1,740,110	\$ 2,796,578	\$ 2,901,294	\$ 6,271,094	\$ 7,373,189
Earnings per share of Common Stock:						
Basic	\$ 0.17	\$ 0.17	\$ 0.26	\$ 0.28	\$ 0.59	\$ 0.71
Diluted	\$ 0.16	\$ 0.17	\$ 0.26	\$ 0.28	\$ 0.59	\$ 0.71
Average Number of Common Shares Outstanding :						
Basic	11,068,164	10,459,263	10,823,630	10,419,105	10,676,299	10,374,727
Diluted	11,411,304	10,802,403	11,166,770	10,762,245	11,019,439	10,717,867
Cash Dividends Paid per Common Share	\$ 0.1650	\$ 0.1613	\$ 0.3300	\$ 0.3225	\$ 0.6565	\$ 0.6413