

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: May 25, 2011

MIDDLESEX WATER COMPANY
(Exact name of registrant as specified in its charter)

NEW JERSEY
(State or other jurisdiction of
incorporation or organization)

0-422
(Commission
File Number)

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

1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830
(Address of principal executive offices, including zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

Middlesex Water Company held its Annual Meeting of Shareholders on May 24, 2011. The following directors were re-elected to the board: John R. Middleton, M.D., Engaged in Private Practice, Infectious Diseases and formerly Chair of the Department of Medicine and former Chief Medical Officer of Raritan Bay Medical Center, and Jeffries Shein, Managing Partner, JGT Management Company, LLC. The following new directors were elected: James Cosgrove, Jr. P.E., Principal, Omni Environmental LLC and Amy Mansue, President and CEO of Children's Specialized Hospital. Each of these directors will serve a term of office of three years, except that Ms. Mansue will stand for re-election in May 2013 as a Class II Director whose term expires in 2013. The certified results of the matters voted upon at the meeting, which are more fully described in our Company's April 12, 2011 proxy statement, are as follows:

Description of Matters Submitted**Proposal No. 1**

Election of Directors

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
James Cosgrove, Jr.	8,329,271	160,901	5,067,525
Amy B. Mansue	8,323,664	166,508	5,067,525
John Middleton, M.D.	8,014,116	476,056	5,067,505
Jeffries Shein	8,010,481	479,691	5,067,525

Proposal No. 2

Ratification of the appointment by the Audit Committee of Parente Beard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

<u>For</u>	<u>Withheld</u>	<u>Abstain</u>
13,388,015	112,813	56,869

Description of Matters Submitted**Proposal No. 3**

To approve a non-binding advisory resolution approving the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,498,277	660,907	330,988	5,067,525

Description of Matters Submitted**Proposal No. 4**

To provide a non-binding advisory vote as to the frequency (every one, two or three years) of the non-binding shareholder vote to approve the compensation of the Company's named executives.

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>
6,490,786	77,25	1,525,854	396,276

The vote results indicate that a majority of the votes cast were cast in favor of conducting the advisory vote on executive compensation on an annual basis. In light of this vote, and consistent with the Company's recommendation as described in its 2011 proxy statement, the Company's Board of Directors has determined to implement an annual advisory vote on compensation for the named executive officers, until the next advisory vote on frequency is held (which must be conducted at least every 6 years).

Item 8.01 Other Events

On May 24, 2011, Middlesex Water Company held its 2011 Annual Meeting of Shareholders at its company headquarters in Iselin, New Jersey. Announcement of voting results at which shareholders elected a slate four directors and ratified the Audit Committee's appointment of Parente Beard LLC as the independent registered public accounting firm for 2011 as described above.

Management's presentation at the Annual Meeting of Shareholders will be available for viewing for viewing for 30 days at the company's website: www.middlesexwater.com on the Presentations/Interviews page of the Investor Relations section. The presentation is also filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

News Release

On May 25, 2011, the Company issued a press release describing the voting results of shareholders at the annual meeting, the election of directors, the ratification by shareholders of the appointment of Parente Beard LLC as the Company's independent auditors for the year ending December 31,2011. A copy of the Company's press release dated May 25, 2011 is filed herewith as Exhibit 99.2 and is hereby incorporated herein by reference.

- Item 9.01 Financial Statements and Exhibits
- 99.1 Company officers' slide show presentation at the Annual Meeting of Shareholders May 24, 2011
- 99.2 Company press release dated May 25, 2011

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
Kenneth J. Quinn
Vice President, General Counsel,
Secretary and Treasurer

Dated: May 25, 2011



**2011 Annual Meeting of
Shareholders
May 24, 2011**

MSEX
NASDAQ
GLOBAL SELECT



Forward Looking Statement

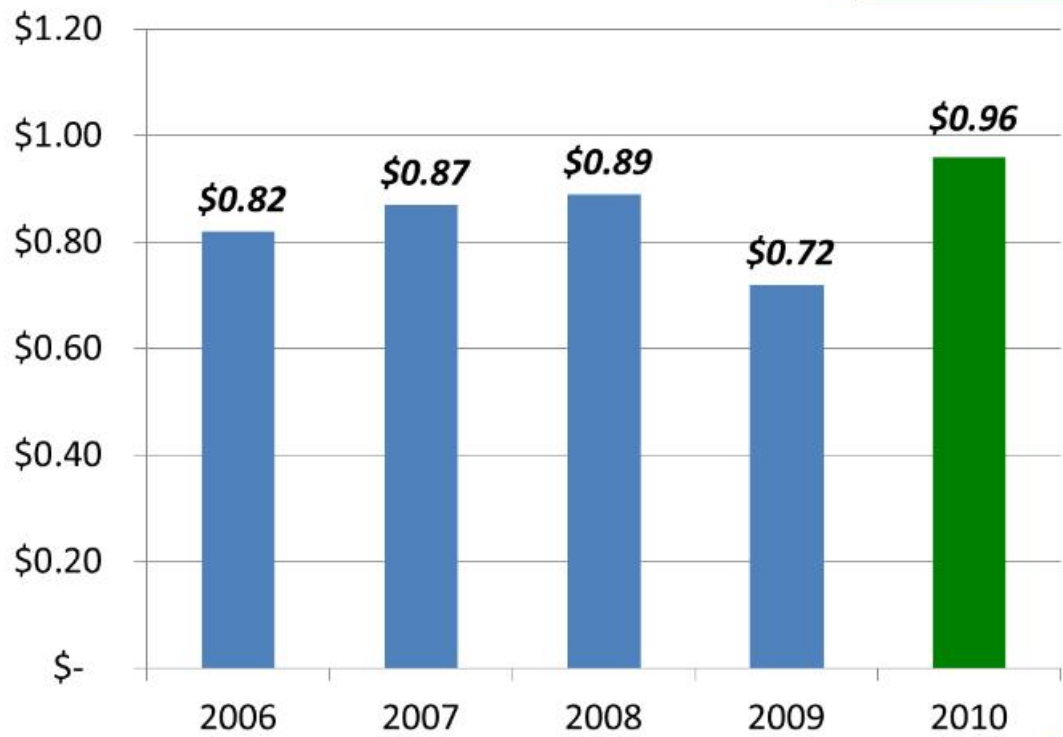
Certain matters discussed in this presentation are forward-looking statements intended to qualify for the “safe harbor” from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such because the context of the statement will include words such as the Company “believes,” “anticipates,” “expects” or words of similar import. Similarly, statements that describe the Company’s future plans, objectives, estimates or goals are also forward-looking statements that are subject to the risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the statements.





FINANCIAL HIGHLIGHTS

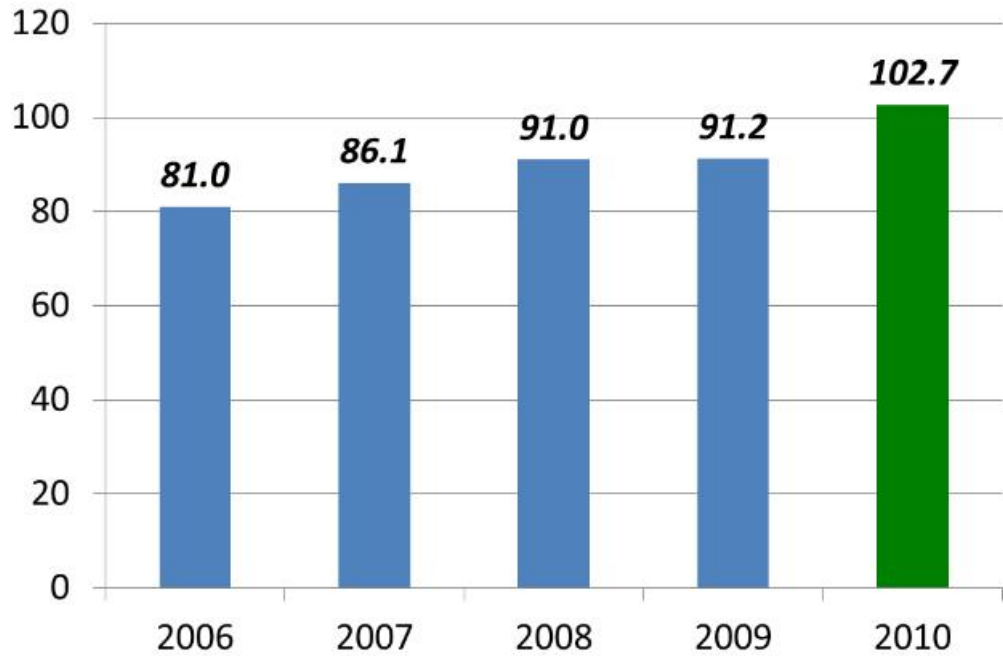
Earnings Per Share



Revenue Growth

(\$ Millions)

**13% growth in
revenues**



Record Performance

(Millions except per share amounts)

**Net income up
43.6%**

	Year Ended December 31,	
	<u>2010</u>	<u>2009</u>
Operating Revenues	\$ 102.7	\$ 91.2
Operating Expenses	\$ 76.1	\$ 71.0
Net Income	\$ 14.3	\$10.0
Diluted Earnings per Share	\$ 0.96	\$ 0.72





Factors Impacting 2010 Financial Performance

Timely and Adequate Rate Increases

- Middlesex - \$7.8 Million base rate increase
Effective March 17, 2010
- Tidewater - \$0.4 Million DSIC rate increase

Customer Consumption

- Customer Growth - Delaware
- Economy
- Water Use Trends



Operating Costs

- Weather, Hot Weather, Cold Weather

Performance

(Millions except per share amounts)

First Quarter Ended March 31,

	<u>2011</u>	<u>2010</u>
Operating Revenues	\$ 24.0	\$ 21.7
Operating Expenses	\$ 19.2	\$ 18.4
Net Income	\$ 2.6	\$ 1.6
Diluted Earnings per Share	\$ 0.17	\$ 0.11

Factors Impacting 2011 Financial Performance



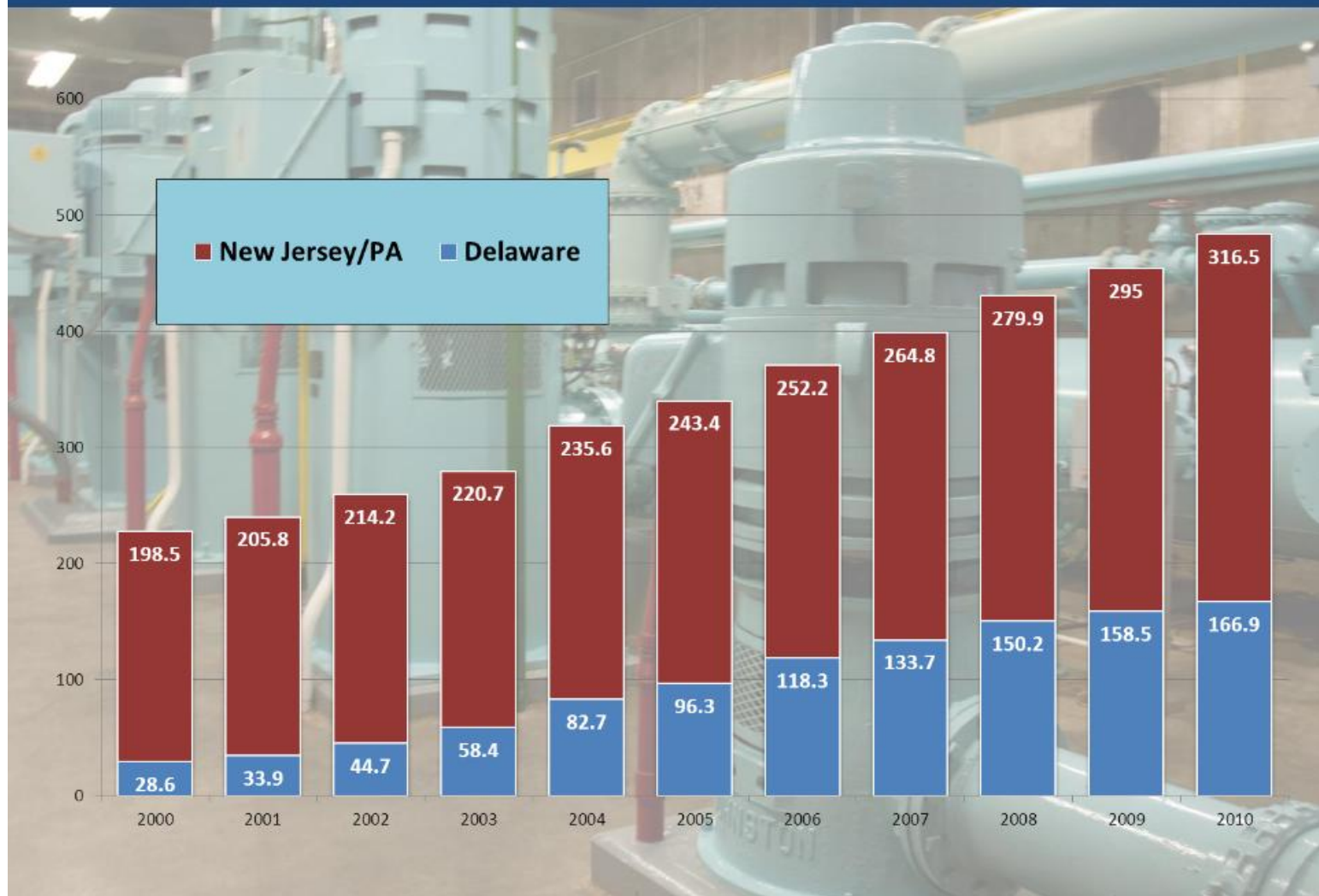
Timely and Adequate Rate Increases

- Middlesex - 2010 Rate Increase

Operating Costs

- Labor and Benefits (Higher)
- Water Production (Lower)
- Uncollectible Accounts (Higher)

Utility Plant (\$ Millions)



2011 Construction Program (\$ Millions)



	<u>2011</u>
Distribution System:	\$ 8.5
Technology:	\$ 2.3
MWC RENEW Program:	\$ 5.0
Plant Improvements:	\$ 5.2
Other Infrastructure Needs:	<u>\$ 1.9</u>
Total:	\$22.9

2011 Construction Funding (\$ Millions)



SRF Loans:	\$ 7.8
Short Term loans	\$ 2.0
Reinvestment Plan	\$ 1.4
Customer Advances	\$ 1.7
Net Cash Flows	<u>\$10.0</u>
TOTAL FUNDING	\$22.9

Dividends (Annual Rate)



Dividend
Achiever

2010
\$0.73

2009
\$0.72

2008
\$0.71

2007
\$0.70

2006
\$0.69

Ø Quarterly dividends paid since 1912

Ø Increased dividends for **38** consecutive years

Ø Current Dividend Yield: 4.1%

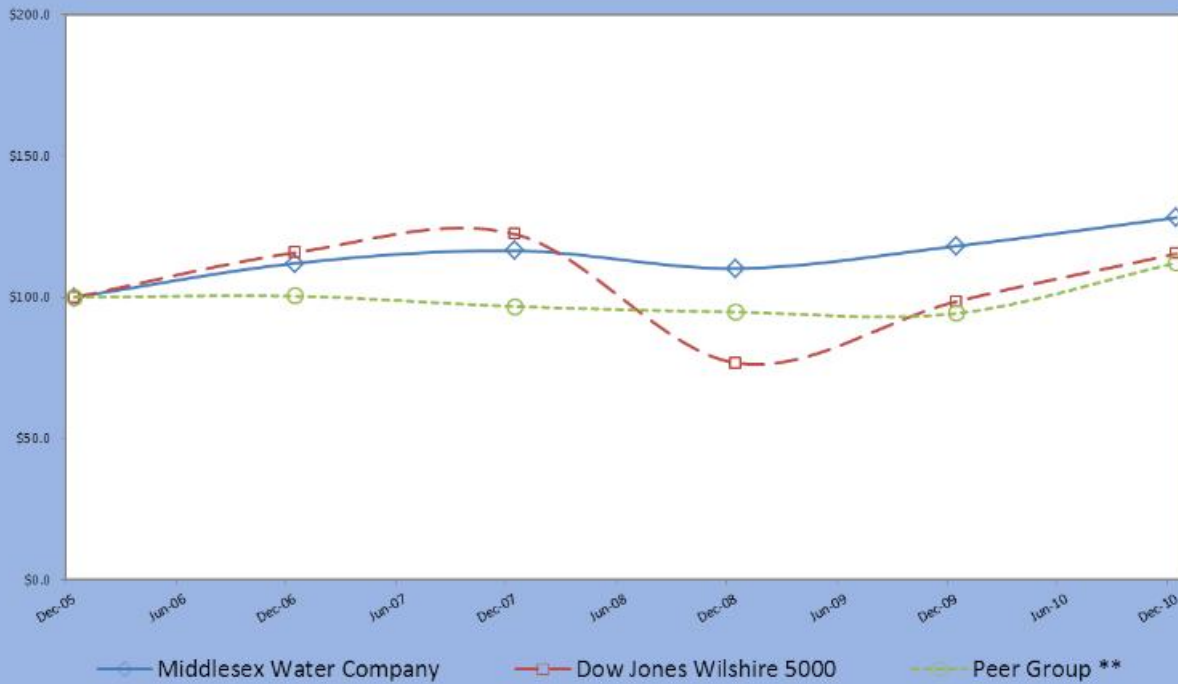


Dividends Paid



COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Middlesex Water Company, The Dow Jones Wilshire 5000 Index and a Peer Group



*\$100 invested on 12/31/05 in stock or index-including reinvestment of dividends.

** Peer group includes American States Water Company, American Water Works, Inc., Aqua America Inc., Artesian Resources Corp., California Water Service Company, Connecticut Water Service, Inc., Pennichuck Corp., SJW Corp., York Water Company and Middlesex Water.

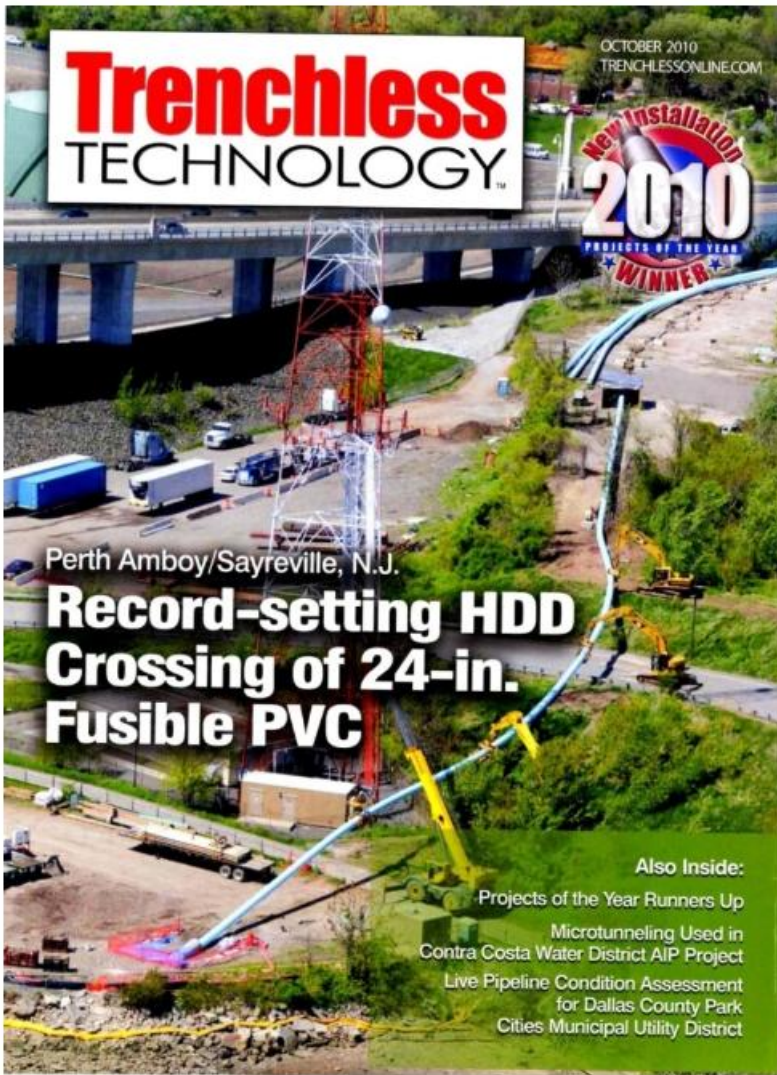




OPERATING HIGHLIGHTS

Replaced 5,365 feet of 104-year-old cast iron pipeline under the Raritan River in Middlesex County, NJ





Marsh Main Project

Water main replacement project Voted “**Project of the Year**” and set **World Record** for Longest known 24-inch Fusible PVC Pipe Installation using Horizontal

Directional Drilling

Special Focus:

- ü Pioneering Design
- ü Strategic Planning
- ü Contingency Planning
- ü Risk Management
- ü Experienced Partners



Project Lauded for its Technical Complexity and Teamwork

üAWWA OP Flow

üTrenchless Technology

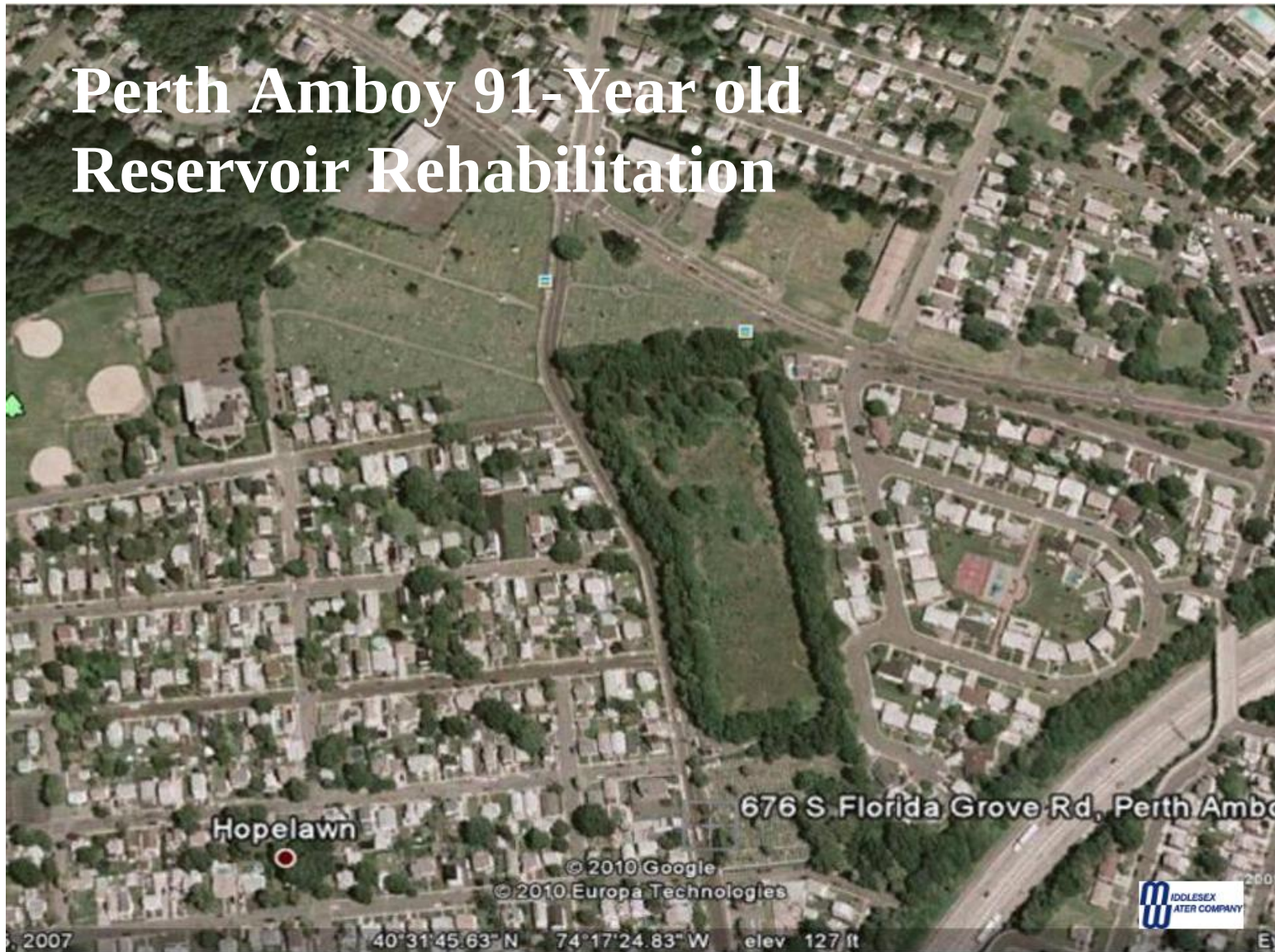
üTrenchless International

üASCE Civil Engineering Magazine
Assn.

üUtility & Transportation Contractors



Perth Amboy 91-Year old Reservoir Rehabilitation



40 Million Gallon Reservoir



Ground View



RENEW 2011

(Cast iron water main cleaning and lining project)



Aging Infrastructure: A NATIONAL ISSUE
RENEW...part of the solution!

- **Year 15 of a 25-Year Program**
- **\$4.0 million investment to replace water mains, valves and fire hydrants**
- **17,500 feet of 6-, 8 and 10--inch main in the City of South Amboy, NJ**
- **Project funding by New Jersey Environmental Infrastructure Trust**





Southern Shores Treatment Plant Rehabilitation



Water Quality...Our customers depend on it!



**MSEX recently received
the 10-Year Directors
Award**



Using Technology to Improve Business Processes - ERP



Benefits

- Improved operating efficiencies
- Enhanced service to customers of all companies through a sustainable platform
- Development of new skill sets and opportunities for employees

COMPLETED

General Ledger
Accounts Payable
Procurement
Human Resources
Customer Care and Billing

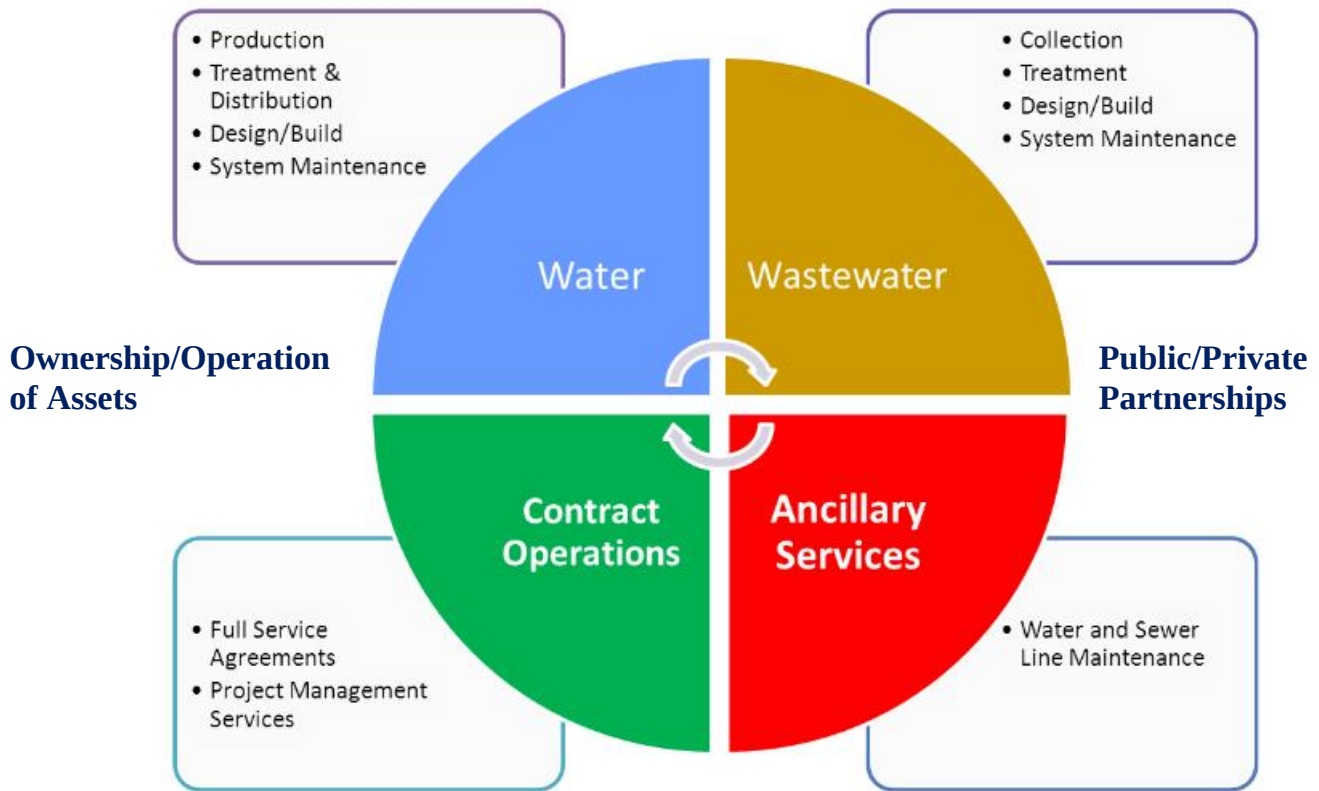
IN PROGRESS

Work and Asset Management
Mobile Workforce Management
Time and Labor Management

A photograph of two large, white, cylindrical water storage tanks situated on a grassy hill. A single, tall, thin evergreen tree stands between the two tanks. The sky is blue with scattered white clouds. In the foreground, a paved road curves across the frame, and a grassy area with small yellow flowers is visible below it.

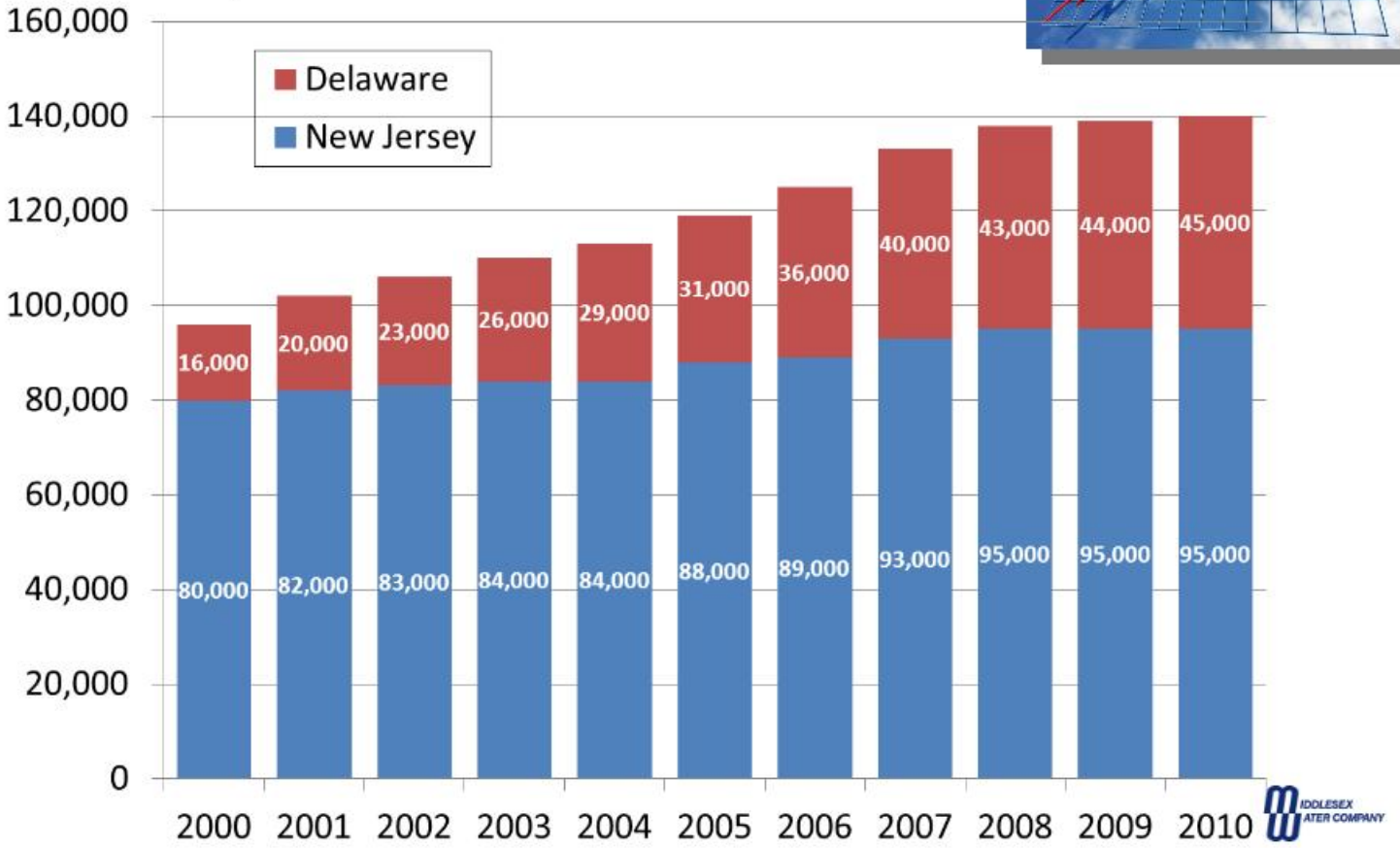
**SERVING OUR CUSTOMERS
AND OUR COMMUNITIES**

Our Strength... One Enterprise Offering Many Solutions

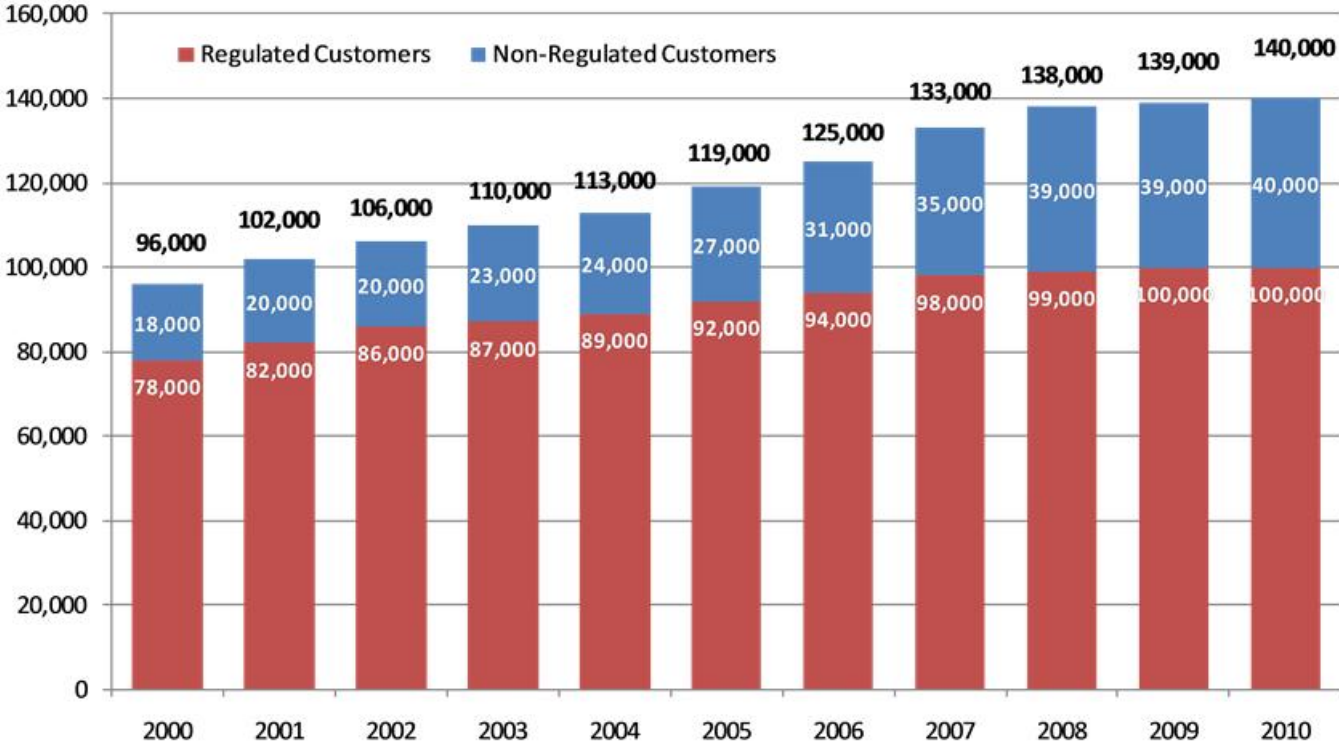


Customer Growth

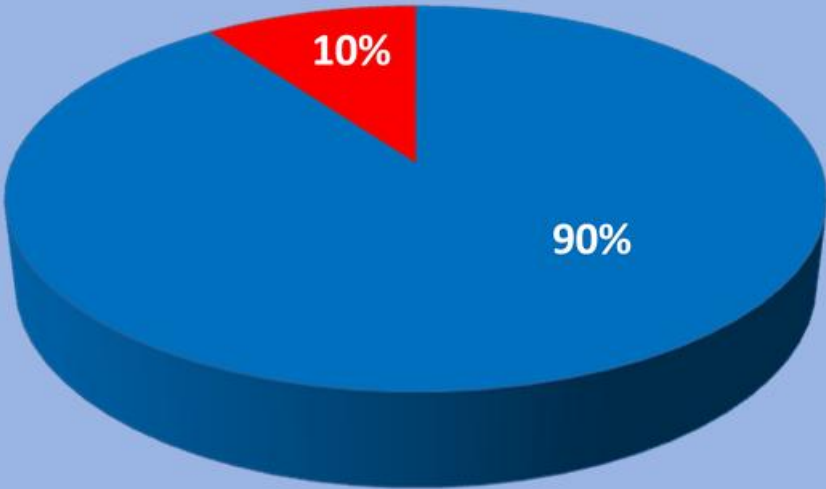
(NJ and DE)



Regulated vs. Non-Regulated Customers



Operating Segments

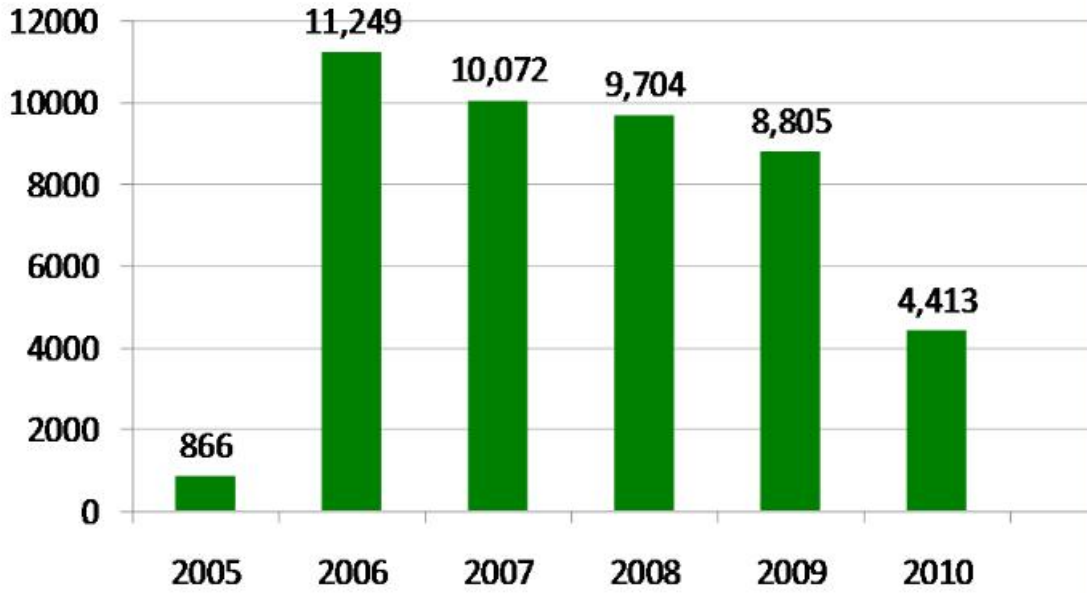


■ Regulated Business ■ Non-Regulated Contract Services



CPCN Growth in Delaware

Acres **40,696 Acres Approved Since 2005**





Investing in Facilities



Milton Plant Dedication

DE Governor Jack Markell congratulates company officials upon touring Tidewater's upgraded Wastewater Treatment facility in the Town of Milton, DE.



Wandendale



**Providing Sustainable
Wastewater Solutions**



Informing the Public about the Benefits of Wandendale



Public Education



Prescription Drug Take Back Day

2010 Water Quality Report



Careers in the Water Industry



Facility Tours



Involved in our Local Communities



Big Wheels Day



Walk-a-thon



Sponsorships



Bowl For Hunger



Mayor's Healthy Challenge Cook-Off



Promoting environmental awareness



Meeting with local fire professionals



Raising funds for local food banks



Partnering with Local Schools

Working with students
and serving as Principals
for
the Day



Honoring Winners of the Company's 2011 Student Contest



Receiving a Proclamation from the Mayor of Edison for National Drinking Water Week 2011



Corporate Governance



Lead Director Role
Established in 2010

Jeffries Shein, 21- year
Director Named to Fill
that Role in 2010



Board Changes



Annette Catino
President and CEO of QualCare
Alliance Networks, Inc.



John P. Mulkerin
Retired, Former President and
CEO, First Sentinel Bancorp,
Inc.



Board Changes (New Directors)



James Cosgrove, Jr. P.E.
Principal, Omni Environmental
LLC



Amy B. Mansue
President and CEO of
Children's
Specialized Hospital



Special Thanks to J. Richard Tompkins



J. Richard Tompkins
Former Chairman and
President of Middlesex Water
Company

Retiring after Three Decades of Service
to the Company and to the Industry

Chairman of the Board 1990-2010

President from 1981-2001



2011 Strategy for Shareholder Value

- ü **Seek organic customer growth and utility infrastructure growth**
- ü **Pursue acquisitions at reasonable prices**
- ü **Continue Regulated and Non-regulated business and contracts**
- ü **Consider complementary products and services**
- ü **Prudently invest in regulated utility infrastructure that benefits our customers**
- ü **Recover costs through timely rate case filings**
- ü **Focus on geographic diversification**

What the Analysts Are Saying...

“Overall, we view Middlesex as a well run utility, offering investors multi-state exposure and associated growth opportunities outside its core operating utility.”

(Janney Montgomery Scott LLC, May 9, 2011)

“At 4.0%, Middlesex boasts the highest dividend yield within the water utility group, which has an average yield of 3.3%.”

(Robert W. Baird & Co. Inc., May 9, 2011)

“The company remains focused on receiving timely recovery of capital investments through rate relief, growing its customer base, managing risk, controlling expenses and exploring growth opportunities. With first quarter results satisfying these requirements, MSEX posted a solid quarter and its business continues to hum.”

(Sturdivant & Co., May 11, 2011)



Why Middlesex Water?

- ✓ **Stable with long-term growth potential**
- ✓ **Growing reputation for delivering sound, technical water and wastewater solutions**
- ✓ **Experienced management team and active industry leader**
- ✓ **Honest and ethical problem solver**
- ✓ **History of dividend growth**





A Provider of Water,
Wastewater
and Related Products
and Services



Thank you for your interest, confidence and support!

SHAREHOLDERS GATHER FOR MIDDLESEX WATER COMPANY ANNUAL MEETING

ISELIN, NJ, (May 25, 2011) “We continue to distinguish ourselves in the marketplace and provide solutions for developers and municipalities by offering a broad scope of service offerings in the water, wastewater, contract operations and ancillary service areas,” said Dennis W. Doll, Chairman, President and CEO, at the Company’s Annual Meeting of Shareholders held Tuesday, May 24, 2011 at its corporate headquarters. Middlesex Water Company (NASDAQ:MSEX), is a provider of water and wastewater and related services, in New Jersey, Delaware and Pennsylvania.

Mr. Doll also outlined the company’s strategy for shareholder value including prudent investment in regulated utility infrastructure, pursuit of acquisitions at reasonable prices, pursuit of profitable operating contracts, timely and adequate recovery through the regulated ratemaking process and geographic diversification.

A. Bruce O’Connor, Vice President and Chief Financial Officer, reported on the Company’s most recent financial performance and discussed the impact of the economy, customer growth and consumption trends in 2010 and the first quarter of 2011. Mr. O’Connor also discussed the capital expenditure and funding plans for 2011, Middlesex Water’s dividend growth history, rate proceedings and other factors relevant to financial performance.

Richard M. Risoldi, Chief Operating Officer, described key operating highlights including the Company’s record breaking marsh main project under the Raritan River in New Jersey, the rehabilitation of the reservoir serving the City of Perth Amboy, also in New Jersey, and various technology projects under way to improve operating efficiencies and overall service quality.

During the meeting, Mr. Doll also acknowledged the departure of former Middlesex Water Chairman, President and Board Member, J. Richard Tompkins from the Board. The Annual Meeting marked the end of Mr. Tompkins’ three decades of service to Middlesex Water Company and the water industry. Management’s presentation at the Annual Meeting of Shareholders will be available for viewing for 30 days at the company’s website: www.middlesexwater.com on the Presentations/Interviews page of the Investor Relations section.

At the meeting, shareholders of the Company elected Directors James Cosgrove, Jr. P.E., Amy B. Mansue, John R. Middleton, M.D. and Jeffries Shein and ratified the Audit Committee’s selection of Parente Beard LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011.

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. Middlesex Water also provides contract operations services and a service line maintenance program through its non-regulated subsidiary, Utility Service Affiliates, Inc. The Company’s regulated Delaware subsidiaries, Tidewater Utilities, Inc., together with Southern Shores Water Company, and Tidewater Environmental Services, Inc. (TESI) are subject to the regulations of the Public Service Commission in Delaware. TESI provides regulated wastewater utility services. White Marsh Environmental Systems, Inc. operates small water and wastewater systems under contract on a non-regulated basis in Delaware. Twin Lakes Utilities, Inc. provides water services to residents of Shohola, Pennsylvania and is subject to the regulations of the Pennsylvania Utility Commission. These companies are also subject to various Federal, State and regulatory agencies concerning water and wastewater effluent, quality standards.

For additional information regarding Middlesex Water Company, visit the Company’s Web site at www.middlesexwater.com or call (732) 634-1500.

This release contains forward- looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, our long-term strategy and expectations, the status of our acquisition program, the impact of our acquisitions, the impact of current and projected rate requests and the impact of our capital program on our environmental compliance. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions, unfavorable weather conditions, the success of certain cost containment initiatives, changes in regulations or regulatory treatment, availability and the cost of capital, the success of growth initiatives and other factors discussed in our filings with the Securities and Exchange Commission.

Contact:

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