

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 26, 2010

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 25, 2010. at which Annette Catino and Walter G. Reinhard, Esq. were reelected to the Board and Steven M. Klein was elected to the Board. Each of these directors will serve a term of office of three years. The certified results of the matters voted upon at the meeting, which are more fully described in our 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>
Annette Catino	8,007,748	154,234	3,691,921
Steven M. Klein	8,020,606	141,376	3,691,921
Walter G. Reinhard, Esq.	5,228,215	2,933,767	3,691,921

Proposal No. 2

Ratification of the appointment by the Audit Committee of ParenteBeard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
	11,671,813	118,693	63,397

Item 8.01 Other Events

On May 25, 2010, Middlesex Water Company held its Annual Meeting of Shareholders at its company headquarters in Iselin, New Jersey. Announcement of voting results at which shareholders elected a slate of three directors and ratified the Audit Committee's appointment of ParenteBeard as independent registered public accounting firm for 2010 is set forth in the attached press release.

Management's presentation at the Annual Meeting of Shareholders is available on the company's website www.middlesexwater.com on the Presentations page of the Investor Relations section. The presentation is also filed herewith as Exhibit 99.2 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

99.1 Company press release dated May 26, 2010

99.2 Management presentation at the Annual Meeting of Shareholders May 25, 2010

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 26, 2010

MIDDLESEX WATER COMPANY HOSTS ANNUAL MEETING OF SHAREHOLDERS

ISELIN, NJ, (May 26, 2010) “The demand for quality water and wastewater service seen in 2009 continues in 2010 and Middlesex Water remains well positioned to capitalize on those opportunities,” said Dennis W. Doll, President and CEO, at the Company’s Annual Meeting of Shareholders, held Tuesday, May 25, 2010 at its corporate headquarters.

Middlesex Water Company, (NASDAQ:MSEX), is a provider of water and wastewater and related services, primarily in New Jersey and Delaware.

In his remarks to shareholders, Mr. Doll commented on the company’s recent expansion into Pennsylvania, the growing role of wastewater service in its service offerings and its commitment to investments in infrastructure and technology to enhance shareholder value and service delivery.

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 2009 and the first quarter of 2010. Mr. O’Connor also discussed the capital expenditure and funding plans for 2010, Middlesex Water’s dividend growth history, rate proceedings and other factors relevant to financial performance. Management’s slide presentation at the Annual Meeting of Shareholders may be viewed on the company’s website at www.middlesexwater.com in the Investor Relations area under Presentations.

At the meeting, shareholders of the Company elected Directors Annette Catino, Steven M. Klein and Walter G. Reinhard, Esq. and ratified the appointment by the Audit Committee of ParenteBeard LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2010.

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:

Bernadette Sohler, Vice President – Corporate Affairs

Middlesex Water Company

1500 Ronson Road

Iselin, New Jersey 08830

(732) 638-7549

www.middlesexwater.com



**The Middlesex
Water
Enterprise**



*Powered by
Professionals*

**Annual Meeting of Shareholders
May 25, 2010**

MSEX
NASDAQ
GLOBAL SELECT

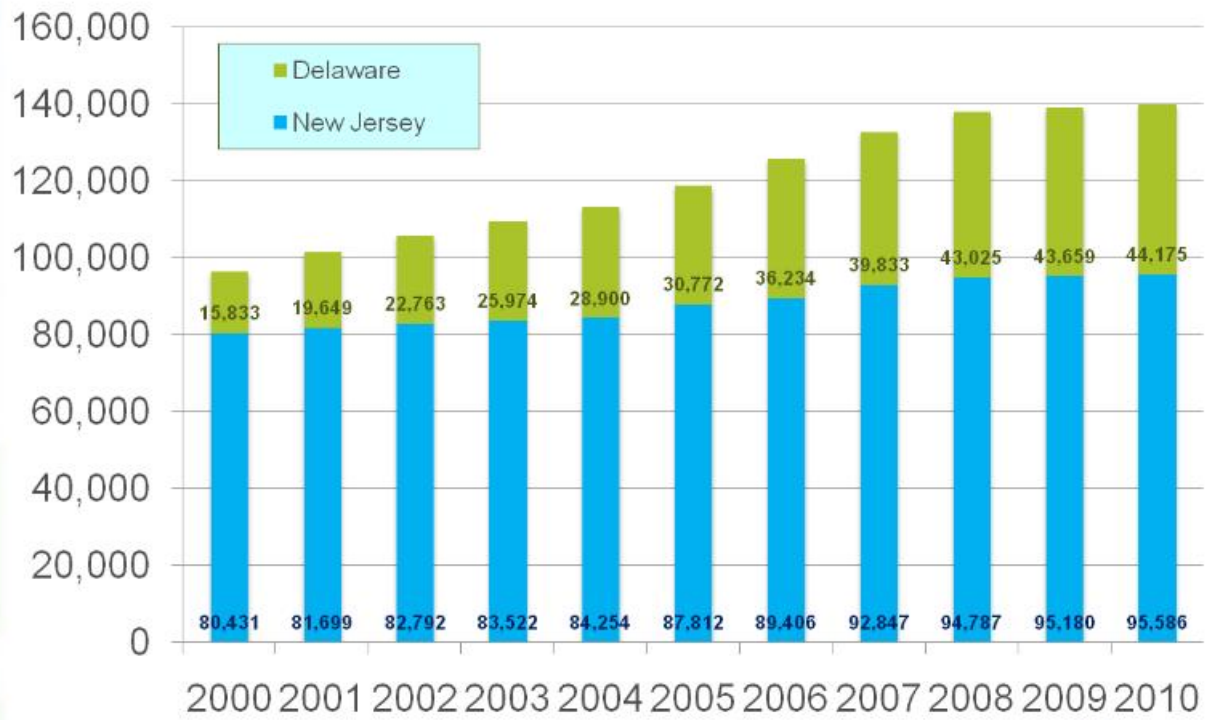


Forward Looking Statement

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.

Customer Growth

(NJ and DE)



Regulated vs. Non-Regulated Customers

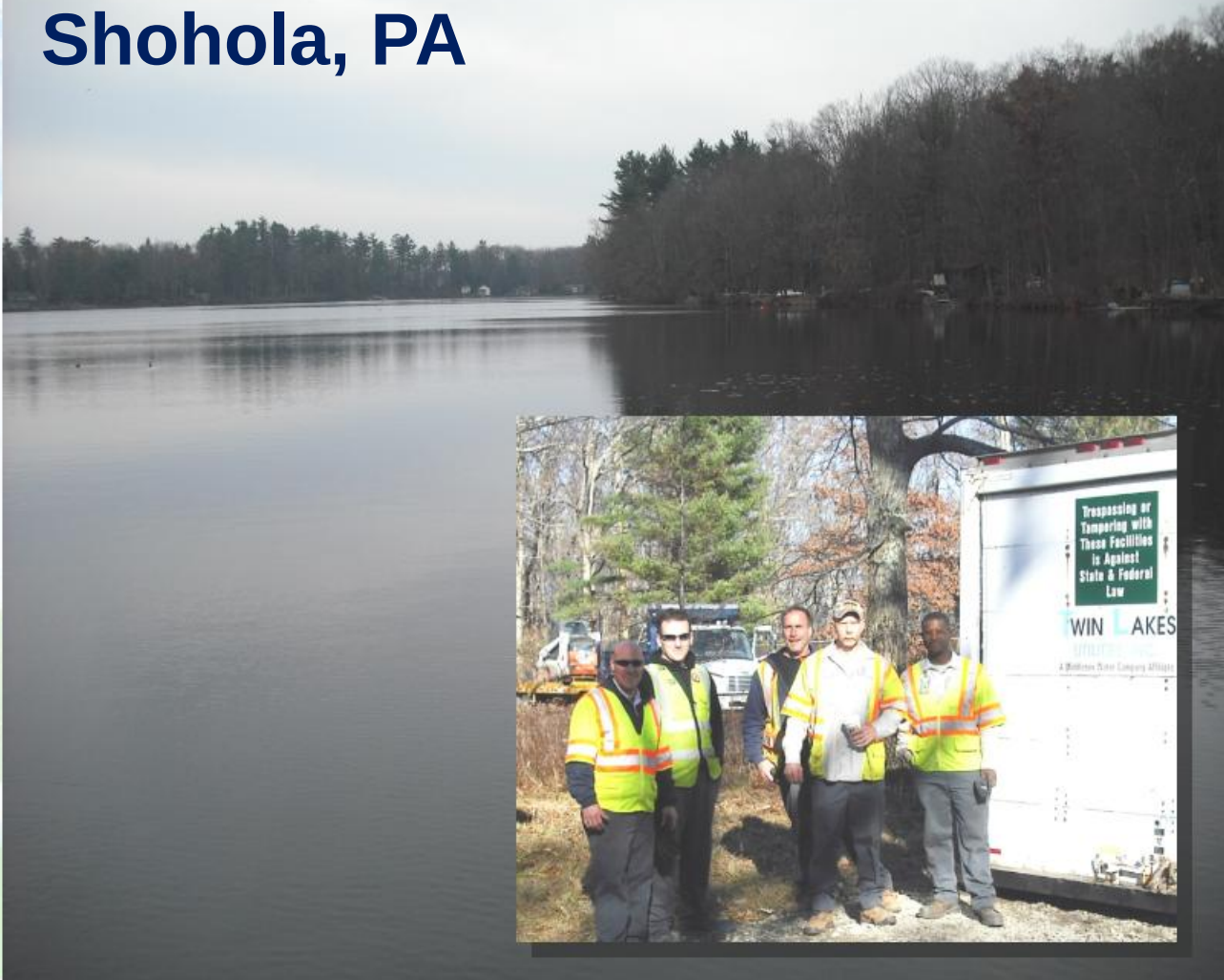


Drivers of Growth



Twin Lakes Utilities, Inc.

Shohola, PA



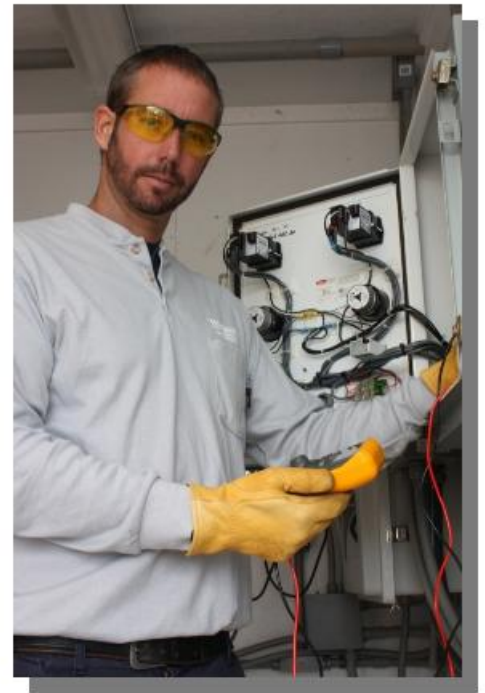
Water Quality



Providing safe, quality drinking water is the core of our business. Our customers place their confidence in us and we take our role as protectors of public health seriously.



Emergency Response



**Systemwide Boil Water
Advisory - March 2010**

**We continue to refine
existing plans to
address emergencies.**



Water and Wastewater Facilities

We operate over 143 facilities in DE:

§ 87 Water Plants

§ 6 Wastewater Plants

§ 50 Contract Operation Agreements



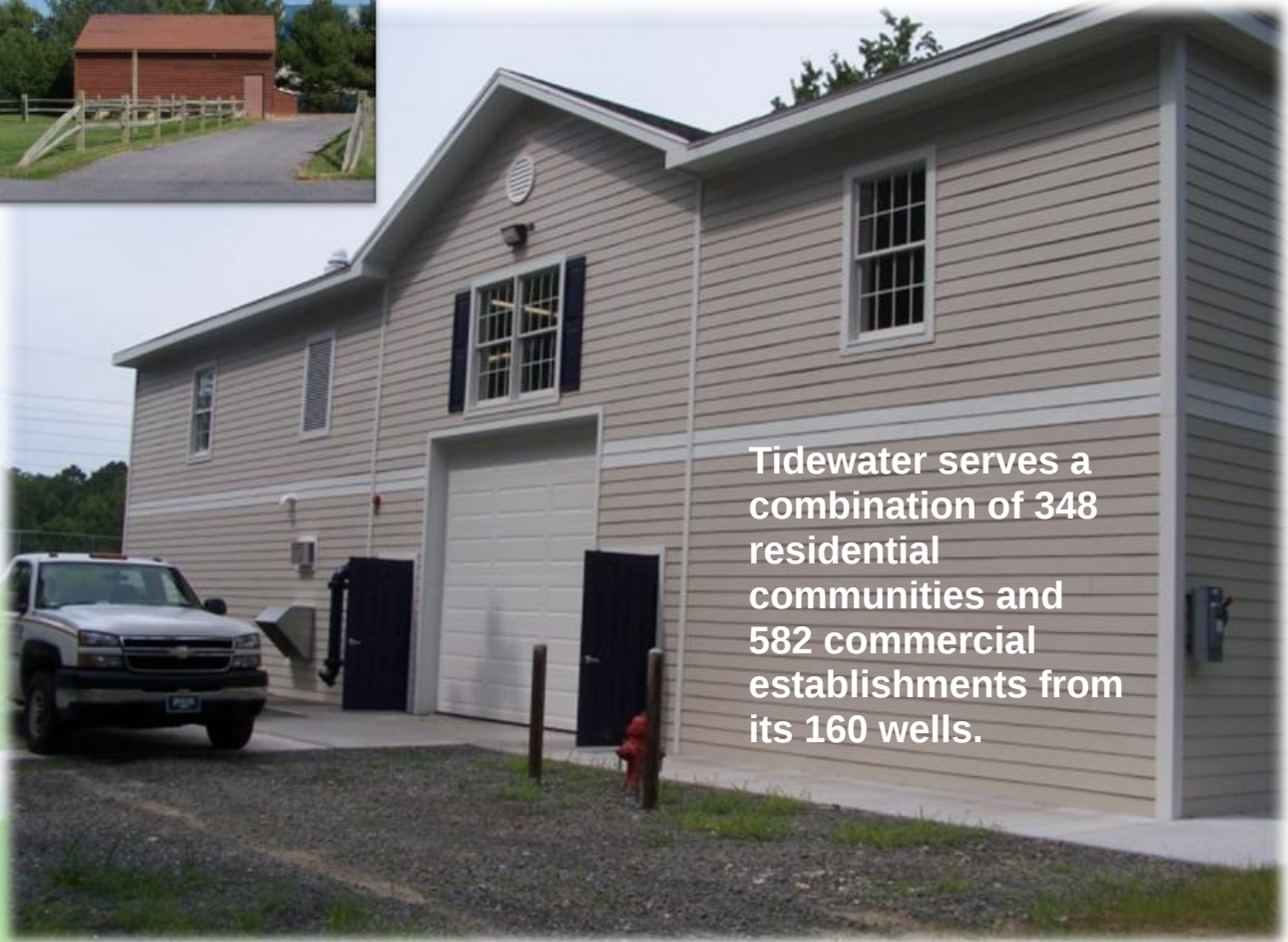
Wandendale Wastewater Treatment Facility



- Angola, Sussex County, DE
340 acres for potential 1.45 MGD capacity facility
- Service to approx. 5,000 homes
- MBR with RIB disposal spray for spare area
- Signed a one year extension on the conditional use plan.
- Coastal Zone Permit Status

Tidewater Environmental Services, Inc.
Wandendale Regional Wastewater Treatment and Disposal Facility

SERVICE IN DELAWARE



Tidewater serves a combination of 348 residential communities and 582 commercial establishments from its 160 wells.

CPCN Growth in DE



Financial Highlights



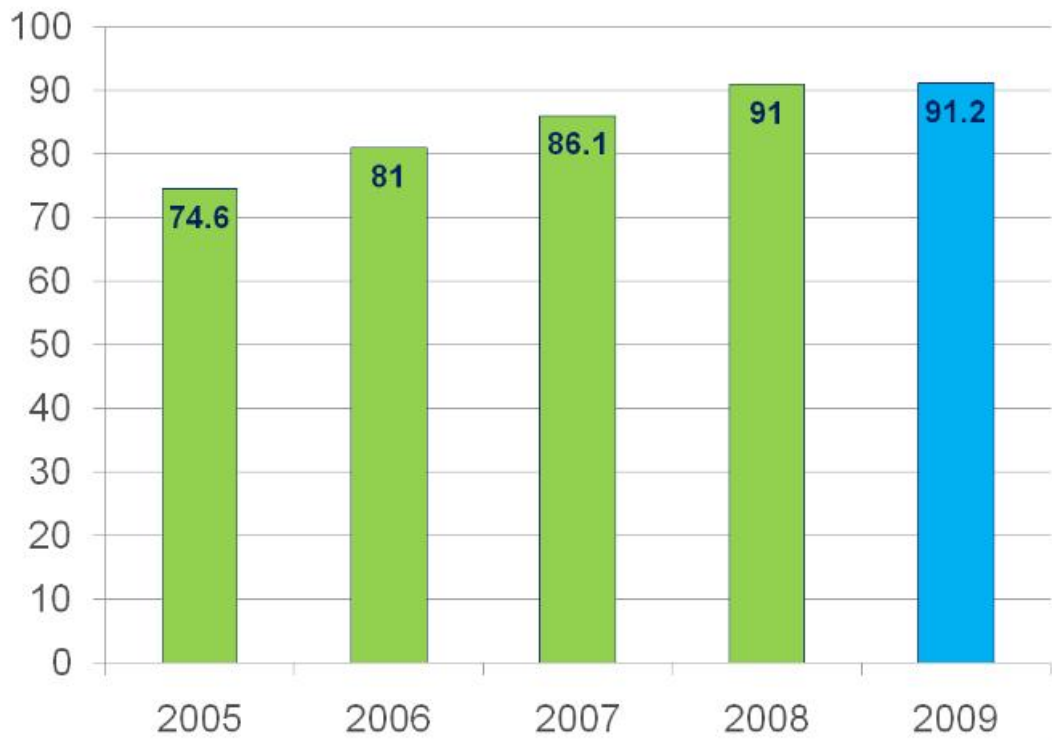
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Earnings Per Share



Revenue Growth

(\$ Millions)





Performance

(millions except per share amounts)

	Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Operating Revenues	\$ 91.2	\$ 91.0
Operating Expenses	\$ 71.0	\$ 67.0
Net Income	\$ 10.0	\$ 12.2
Diluted Earnings per Share	\$ 0.72	\$ 0.89



Factors Impacting 2009 Financial Performance

Timely and Adequate Rate Increases

- Tidewater - \$3.0 Million base rate increase
Effective March and September, 2009
- Middlesex - \$1.0 Million PWAC rate increase
Effective July 1, 2009

Customer Consumption

- Customer Growth
- Weather
- Economy

Operating Costs

- Labor and Benefits
- Water Production
- Uncollectible Accounts

Performance

(millions except per share amounts)



First Quarter Ended March 31,

	<u>2010</u>	<u>2009</u>
Operating Revenues	\$ 21.7	\$ 20.6
Operating Expenses	\$ 18.4	\$ 17.6
Net Income	\$ 1.6	\$ 1.4
Diluted Earnings per Share	\$ 0.11	\$ 0.10





Factors Impacting 2010 Financial Performance

Timely and Adequate Rate Increases

- Middlesex - \$7.8 Million base rate increase
Effective March 17, 2010
- Tidewater - \$0.2 Million DSIC rate increase
Effective January 1, 2010

Customer Consumption

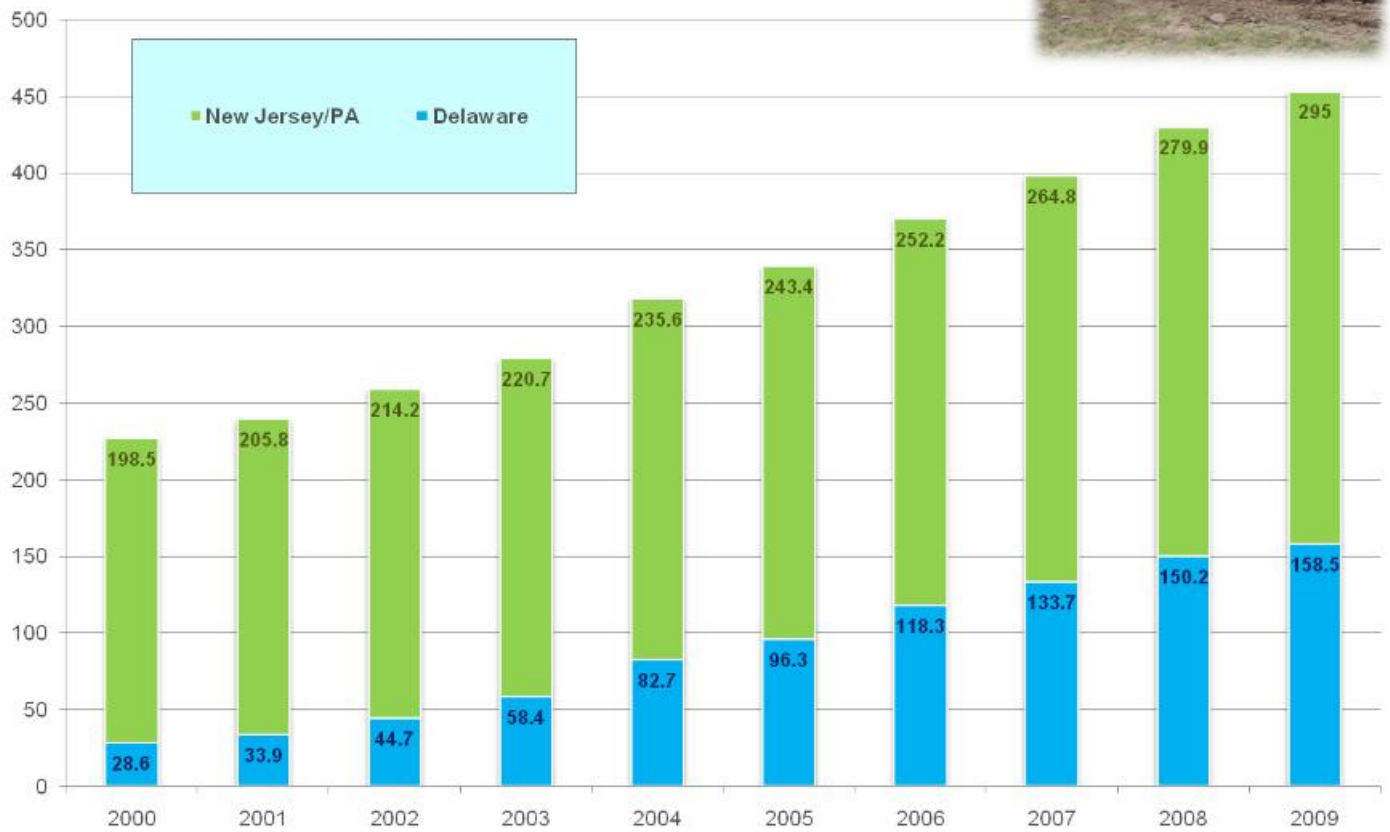
- Customer Growth
- Economy
- Water Use Trends

Operating Costs

- Weather, Weather, Weather

Utility Plant

(\$Millions)





2010 Construction Program

(in Millions)

Distribution System:	\$12.9
ERP IT System:	4.6
MWC RENEW Program:	3.5
Plant Improvements:	8.6
Other Infrastructure Needs:	3.6
Total:	\$33.2



2010 Construction Funding

SRF Loans	\$3.5
Short-Term Loans	3.5
Reinvestment Plan	1.7
Customer Advances	1.7
Net Cash Flows	<u>22.8</u>
Total Funding	\$33.2



Dividends

(Annual Rate)

<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
\$0.69	\$0.70	\$0.71	\$0.72

Ø Quarterly dividends paid since 1912

Ø Increased dividends for 37 consecutive years

Ø Current Dividend Yield: 4.0%

Dividends Paid



Board/Management Changes



Steven M. Klein named to
Board of Directors



Richard M. Risoldi named
Vice President Operations
and Chief Operating
Officer

Operating Highlights

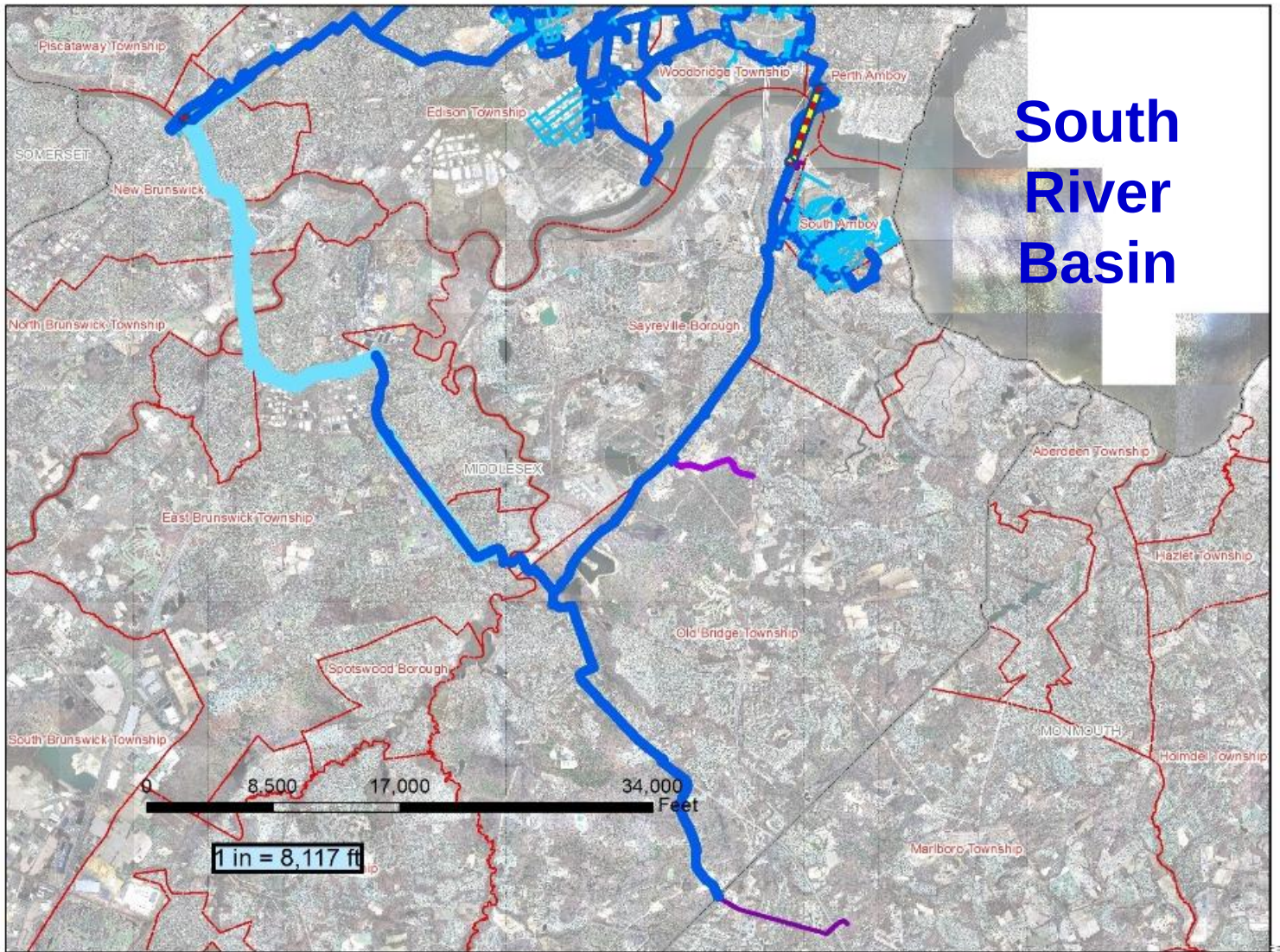


Marsh Main Replacement



We replaced over 1 mile of water main beneath the Raritan River from Perth Amboy to South Amboy, NJ using directional drilling technology.

South River Basin



Marsh Main Modern Marvel

The Challenge - Installation of over 5,400 feet of pipe

The Tool - Enabling pullback under the river



The pipe emerging from its mile-long journey.



A Safer Treatment Alternative

- Moving from chlorine gas to on-site generated liquid sodium hypochlorite as the primary disinfectant in the water treatment process.
- New process is a safer treatment alternative which benefits our employees and the environment.





Chlorine Process Overview

SALT + WATER + ELECTRICITY

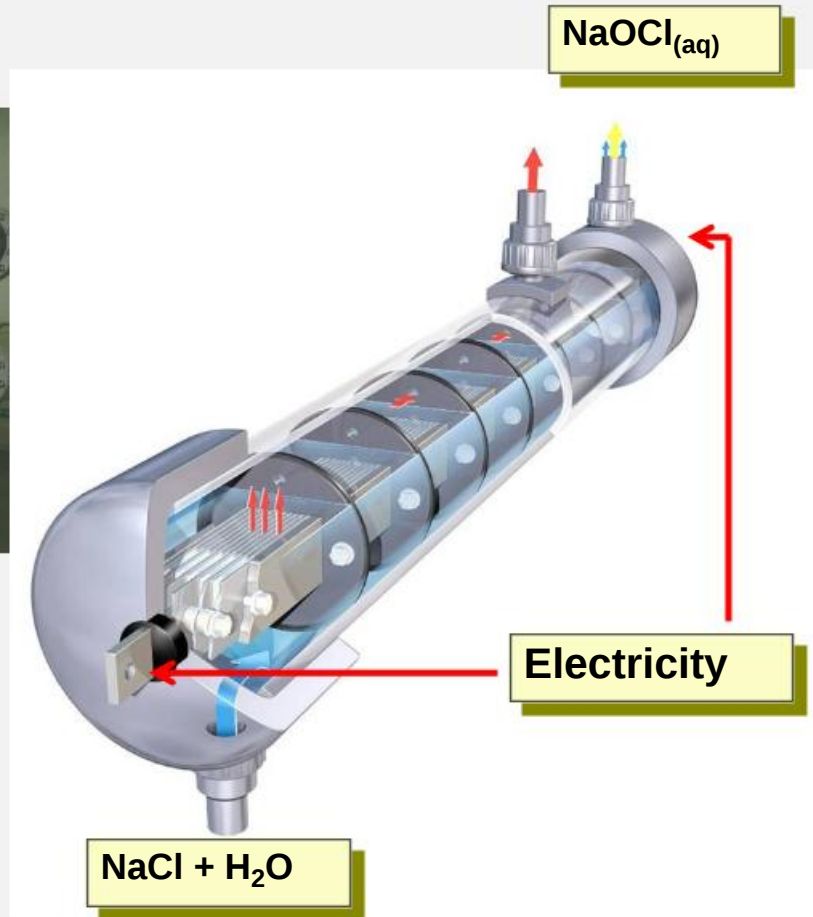
= CHLORINE

Chlorine Reaction Cells



Electrolytic Cell

- Designed for Continuous Flow
- 750 lbs / day output



Geographic Information Systems



In 2009, we converted existing data into GIS. In 2010, we are developing and implementing our water system distribution model.



- § Ability to Access and Update Field Data
- § More efficient coordination of main breaks and service calls
- § Better Asset Management with links to ERP
- § Integration of Hydraulic Modeling Tools
- § More Accurate Data for Finance, Administration, and Customer Service
- § Allows for Better Planning and Engineering Analysis

Enterprise Resource Planning

- ü General Ledger - Completed
- ü Accounts payable - Completed
- ü Procurement - - Completed
- ü Human Resources - Live June 2010
- ü Customer Care and Billing - Live June 2010
- ü Work and Asset Management - Start Sept. 2010
- ü Mobile Workforce Management - Start Sept. 2010
- ü Time and Labor Management - Start Sept. 2010
- ü Business Intelligence - Pending Development



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RENEW Pipeline Rehabilitation

- Year 14 of a 25-Year Program
- \$3.5 million investment to replace water mains, valves and fire hydrants
- Project preparation and pre-construction activities conducted
- 23,500 feet of 6- and 8-inch main in Port Reading and Sewaren in Woodbridge Twp.
- Project funding by NJ Environmental Infrastructure Trust
- Effort to begin in June





**RENEW
(Cleaning
and Lining
of Cast
Iron Pipe)**



Corporate Social Responsibility

Making environmentally and socially responsible choices throughout all facets of our business



Educating the next generation about watershed protection



Water Education



Involved in our Local Communities





Honors and Awards



Middlesex Water Named Green Leadership Winner in the area of Green Education.



Colonel David B. Horton, Commander and Jerry Esposito during Dover AFB Honorary Commander's Induction Ceremony.



Middlesex Water Named to Fortune Small Business Magazine's List of America's Fastest Growing Publicly Traded Small Companies.



Tidewater Named "Best in the Business" by Workplace Dynamics LLC for the third time in the last 4 years.

Talented and Dedicated Employees



Why Middlesex Water?

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





**A Provider of
Water, Wastewater
and Related
Products and
Services**



Thank you for your interest, confidence and support!