

Registration No.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 5

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)

908-634-1500  
(Registrants telephone number, including area code)

MARION F. REYNOLDS  
Vice President,  
Secretary and Treasurer  
Middlesex Water Company  
1500 Ronson Road  
Iselin, New Jersey 08830  
908-634-1500  
(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 March 27, 1995.

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 May 2, 1995, and December 1, 1995, 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 April 20, 1995, and November 20, 1995.

The 5% reduction in price will also apply to dividends paid and reinvested on June 1, 1995 (to holders of record May 15, 1995), September 1, 1995, (to holders of record August 15, 1995, and December 1, 1995, (to holders of record November 15, 1995).

This offer is limited to 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, 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 23rd day of March 1994.

### 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	3/23/95
	J. Richard Tompkins	Date
Senior Vice President & Chief Financial Officer and Director	Ernest C. Gere	3/23/95
	Ernest C. Gere	Date
Vice President-Operations and Director	Richard A. Russo	3/23/95
	Richard A. Russo	Date
Director	Stephen H. Mundy	3/23/95
	Stephen H. Mundy	Date
Director	Philip H. Reardon	3/23/95
	Philip H. Reardon	Date
Director	Carolina M. Schneider	3/23/95
	Carolina M. Schneider	Date
Director	William E. Scott	3/23/95
	William E. Scott	Date
Director	Jeffries Shein	3/23/95
	Jeffries Shein	Date
Director	Joseph S. Yewaisis	3/23/95
	Joseph S. Yewaisis	Date