

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(FINAL AMENDMENT)

Middlesex Water Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

596680108

(CUSIP Number)

CUSIP No. 596680108

Page 1 of 6 Pages

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
PNC Bank Corp. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) []
b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization Pennsylvania

Number of Shares Beneficially Owned By Each Reporting Person With

5) Sole Voting Power	*
6) Shared Voting Power	*

7) Sole Dispositive Power	*
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8) Shared Dispositive Power	*
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9) Aggregate Amount Beneficially Owned by Each Reporting Person *

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Row (9) *

12) Type of Reporting Person (See Instructions) HC

* See the response to Item 5.

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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of
 above persons
 PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)
 a) []
 b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares	5) Sole Voting Power	*
Beneficially Owned		
By Each Reporting	6) Shared Voting Power	*
Person With		

7) Sole Dispositive Power	*
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8) Shared Dispositive Power	*
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9) Aggregate Amount Beneficially Owned by Each Reporting Person	*
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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	[]
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11) Percent of Class Represented by Amount in Row (9)	*
---	---

12) Type of Reporting Person (See Instructions)	HC
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* See the response to Item 5.

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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
PNC Bank, National Association 22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) []
b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization

Number of Shares Beneficially Owned By Each Reporting Person With

5) Sole Voting Power *

6) Shared Voting Power *

7) Sole Dispositive Power *

8) Shared Dispositive Power *

9) Aggregate Amount Beneficially Owned by Each Reporting Person *

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Row (9) *

12) Type of Reporting Person (See Instructions) BK

* See the response to Item 5.

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Each reporting person has ceased to own beneficially more than 5% of the stock.

ITEM 10 - CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 1998

Date

/s/ ROBERT L. HAUNSCHILD

Signature - PNC Bank Corp.

Robert L. Haunschild, Senior Vice President
and Chief Financial Officer

Name/Title

February 13, 1998

Date

/s/ PAUL L. AUDET

Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

Name/Title

February 13, 1998

Date

/s/ THOMAS R. MOORE

Signature - PNC Bank, National Association

Thomas R. Moore, Vice President and Secretary

Name/Title

An Agreement to file a Joint Statement was previously filed with the Schedule 13G filed on February 12, 1996.