UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Section 30(h) of the In	vestment Comp	pany Act of 19	140					
_ Check this box if no obligations may conti				r Form 5					
(Print of Type Responses)									
1. Name and Address of R	eporting Per	son*							
O'Connor		ruce	Α.						
(Last)		irst)	(Middle)		_				
		ingham Way							
		treet)							
Freehold		NJ	97728-31	.72	_				
(City)	(S	tate)	(Zip)						
2. Issuer Name and Ticke	r or Trading	Symbol							
M.	iddlesex Wat	er Company (I	MSEX)						
3. I.R.S. Identification	Number of R	eporting Per	son, if an ent	ity (voluntary)					
	###-	##-###							
4. Statement for Month/D	ay/Year								
	May	2003							
5. If Amendment, Date of	Original (M	onth/Day/Yea	r)						
6. Relationship of Repor (Check all applicable		s) to Issuer							
Director		1_1	10% Owner						
X Officer (give ti	tle below)	i_i	Other (speci	fy below)					
		ent & Contro							
7. Individual or Joint/G			cable line)						
X Form Filed by On- _ Form Filed by Mo	e Reporting re than One	Person Reporting Pe	rson						
Table I Non-	Derivative S		======= quired, Dispos						
	========	========	========	==========					
	2.	2A. Deemed		4. Securities Acqui Disposed of (D) (Instr. 3, 4 and	15)	(A) or	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct	7. Nature of
1. Title of Security	Trans- action Date	Execution Date, if	Code (Instr. 8)		(A) or		Reported Transaction(s) (Instr. 3 &		Indirect Beneficial Ownership
(Instr. 3)		any (mm/dd/yy)	Code V	Amount	(D)	Price	Instr.4)	(I) (Instr.4)	(Instr.4)
Common Stock (Restricted Stock)							5,800	D	
Common Stock							3,150	D	
Common Stock (Dividend Reinvestment)	5/2/03		V	19	Α	21.261	9 2,210	D	
Common Stock) (Dividend Reinvestment)							1,284	I	Custodial Account Spouse for Daughter Molly O'Connor
Common Stock (Dividend Reinvestment)							707	I	Custodial Account

Spouse for Son

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conver- sion or Exer- cise Price of Deriv- ative	3. Trans- action Date	3A. Deemed Execut- ion Date if	4. Trans- action Code (Instr. 8)	5. Number Deriva Securi Acquir or Dis of(D) (Instr 4 and	tive ties ed (A) sposed	•		7. Title and of Underl Securitie (Instr. 3	ying s and 4)	8. Price of Deriv- ative Secur- ity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Owner-ship Form of Deriv-ative Secur-ity: Direct (D) or In-direct (I)	11. Nature of In- direct Bene- ficial Owner- ship
Security (Instr. 3)	Secur- ity	(mm/dd/ yy)	(mm/dd/ yy)	Code V		(D)	Exer- cisable	tion Date	Title	of Shares	(Instr.	(Instr. 4)	(Instr. 4)	(Instr. 4)
			,,,											
=========														

Explanation of Responses:

/s/ M.F. Reynolds, Power of Attorney for

A. Bruce O'Connor

May 02, 2003

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction $4(b)(\nu)$.
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number