

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: March 8, 2012

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 2.02 Results of Operations and Financial Condition.**

On March 8, 2012, Middlesex Water Company announced its financial results for the year ended December 31, 2011. A copy of the press release announcing these financial results is attached hereto as Exhibit 99.1 and incorporated into this Form 8-K by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit Number</u>	<u>Description of Document</u>
99.1	Press Release issued by Middlesex Water Company, dated March 8, 2012, announces 2011 Financial Results.

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: March 8, 2012

**MIDDLESEX WATER COMPANY REPORTS**  
**2011 OPERATING RESULTS**

ISELIN, NJ, March 8, 2012 - Middlesex Water Company (NASDAQ:MSEX) (“Middlesex” or the “Company”), a provider of water, wastewater and related services, primarily in New Jersey and Delaware, today announced net income for the year ended December 31, 2011 was \$13.4 million, down 6.2% from \$14.3 million, for the same period in 2010. On a fully diluted basis, earnings per share were \$0.84 for 2011, compared to \$0.96 in 2010.

Consolidated operating revenues were \$102.1 million for the year ended December 31, 2011, compared to \$102.7 million in 2010.

Middlesex President and Chief Executive Officer Dennis W. Doll said, “Cooler temperatures and abnormally higher precipitation during the second and third quarters resulted in lower water consumption in both New Jersey and Delaware. Also impacting revenues were lower connection fees due to a continued depressed housing market in Delaware. We are at the end of the cycle for current rates for our two largest utilities and have filed for rate relief in both New Jersey and Delaware. An interim 10.49% rate increase was implemented in mid-November 2011 for our Delaware water operations. We expect those filings to deliver their full value in the third quarter of 2012,” added Doll.

**2011 Operating Results**

In addition to the weather-related consumption declines across all classes of customers in New Jersey and Delaware, revenues also decreased due to the conclusion of a temporary water supply contract and an oil refinery wastewater operating contract. Revenues also declined with the transfer in August 2011 of the LineCare contracts in a new marketing agreement with HomeServe USA.

Operations and maintenance expenses for the year ended December 31, 2011 increased \$1.2 million, or 2.1%, from 2010, largely due to increased labor, employee healthcare and post retirement benefit plan expenses, scheduled increases in subcontractor charges at our Utility Service Affiliates (Perth Amboy) Inc. subsidiary, increased net costs from the implementation of our technology platform, and increased transportation charges due to higher average fuel prices. Depreciation expense for 2011 rose by \$0.5 million or 5.4%, due to a higher level of utility plant in service.

**Fourth Quarter 2011**

For the three month period ended December 31, 2011, operating revenues were \$23.3 million, down from \$25.0 million for the same period in 2010. Total operating expenses were \$19.1 million, down from \$19.6 million for the same period in 2010. Net income decreased 21.5% to \$2.0 million, down from \$2.6 million for the same period in 2010.

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### **Company Quarterly Dividend**

Middlesex Water paid a quarterly dividend of \$0.1850 per share on the Common Stock on March 1, 2012, to stockholders of record as of February 15, 2012. The Company has paid cash dividends in varying amounts continually since 1912.

### **About Middlesex Water Company**

Middlesex Water Company, organized in 1897, is a 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 Company operates the water and wastewater utilities for the City of Perth Amboy through its subsidiary, Utility Service Affiliates (Perth Amboy) Inc. The Company also provides contract operations services 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., are subject to the regulations of the Public Service Commission in Delaware. White Marsh Environmental Systems, Inc. operates small water and wastewater systems under contract on a non-regulated basis in Delaware. The Company serves customers in Shohola, Pennsylvania through its subsidiary, Twin Lakes Utilities, Inc. These companies are also subject to various Federal and State 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](http://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  
[www.middlesexwater.com](http://www.middlesexwater.com)  
(732) 638-7549

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**MIDDLESEX WATER COMPANY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands except per share amounts)

	Years Ended December 31,		Quarters Ended December 31,	
	2011	2010	2011	2010
Operating Revenues	\$ 102,069	\$ 102,735	\$ 23,300	\$ 24,967
Operating Expenses:				
Operations and Maintenance	56,634	55,481	13,874	14,276
Depreciation	9,746	9,244	2,496	2,417
Other Taxes	11,488	11,413	2,751	2,881
Total Operating Expenses	77,868	76,138	19,121	19,574
Operating Income	24,201	26,597	4,179	5,393
Other Income (Expense):				
Allowance for Funds Used During Construction	821	970	195	185
Other Income	1,523	912	405	380
Other Expense	(195)	(438)	(15)	(257)
Total Other Income, net	2,149	1,444	585	308
Interest Charges	6,376	6,925	1,745	1,800
Income before Income Taxes	19,974	21,116	3,019	3,901
Income Taxes	6,527	6,786	970	1,291
Net Income	13,447	14,330	2,049	2,610
Preferred Stock Dividend Requirements	206	207	51	51
Earnings Applicable to Common Stock	\$ 13,241	\$ 14,123	\$ 1,998	\$ 2,559
Earnings per share of Common Stock:				
Basic	\$ 0.85	\$ 0.96	\$ 0.12	\$ 0.16
Diluted	\$ 0.84	\$ 0.96	\$ 0.12	\$ 0.16