FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						( )		iivesiiiei											
1. Name and Address of Reporting Person*  Sohler Bernadette M					2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [ MSEX ]										all app Direc	licable) tor	10%	Owner	
(Last) (First) (Middle) 1500 RONSON ROAD				3. Date of Earliest Transaction (Month/Day/Year) 09/22/2014										X					
(Street) ISELIN NJ 08830 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									-7				
	Tab	le I - No	n-Deriva	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	efici	ally C	)wne	ed			
Date					Execution Date,			Code (	Disposed	sposed Of (D) (Instr. 3, 4				5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	Amount	(	A) or D)	Price	. 1	Transaction(s) (Instr. 3 and 4)			(instr. 4)			
Common Stock (Restricted Stock Certificate Form)											1				(	5,726	D		
Common Stock (Book Entry) 09/19/2					2014		S		200		D	\$20.01		774		D			
Common Stock (DRP)															-	1,210	D		
	Та														ned			•	
ecurity or Exercise (Month/Day/Year) if any			n Date,	Transa Code ( B)	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amoun		ount nber	Deriv Secu	ative rity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Bernadett  (Fin NSON ROA  NJ  (St  Security (Inst  Stock (Rest  Stock (Boo  Stock (DRI  2.  Conversion or Exercise Price of Derivative	Stock (Restricted Stock Cestock (Book Entry)  Stock (DRP)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  NSON ROAD  NJ 08830  (State) (Zip)  Table I - Note Security (Instr. 3)  Stock (Restricted Stock Certificate  Stock (Book Entry)  Stock (DRP)  Table II - I  2. Conversion or Exercise Price of Derivative (Month/Day/Year) If any (Month/Day/Pear)  NJ 08830  Table II - I  2. (Month/Day/Year) If any (Month/Day/Year)  NJ 08830  Table II - I  2. (Month/Day/Year) If any (Month/Day/Year)  NJ 08830  Stock (Restricted Stock Certificate)  Stock (Book Entry)  Table II - I  (Month/Day/Year) If any (Month/Day/Year)	(First) (Middle)  NSON ROAD  NJ 08830  (State) (Zip)  Table I - Non-Derivation (Month/D)  Stock (Restricted Stock Certificate)  Stock (Book Entry) 09/19/ Stock (DRP)  Table II - Derivation (e.g., pure security)  2. Transaction (Property of the pure security)  Stock (DRP)  Table II - Derivation (Property of the pure security)  A Deemed (Property of the pure security)  (Month/Day/Year)  (Month/Day/Year)	Address of Reporting Person*  Bernadette M  (First) (Middle)  NSON ROAD  Table I - Non-Derivative  Security (Instr. 3)  2. Is a constant of the property of th	Conversion or Exercise Period of Derivative Security   Conversion or Exercise Period of Derivative Security	d Address of Reporting Person*  Bernadette M  (First) (Middle)  NSON ROAD  Table I - Non-Derivative Securities  Gecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock (Restricted Stock Certificate  Stock (Book Entry)  Stock (DRP)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Conversion or Exercise Price of Derivative Security  Security  3. Date of Earlies (09/22/2014  4. If Amendment  2. Transaction Date (e.g., puts, calls, warr (e.g., puts, calls, warr (Month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warr (A) of Derivative Security (Month/Day/Year)  Stock (Instr. 3)  3. Date of Earlies (09/22/2014)  4. If Amendment (Execution Date (e.g., puts, calls, warr (e.g., puts, calls, warr (A) of Derivative Security (Instr. 3)	d Address of Reporting Person*  Bernadette M  (First) (Middle)  NSON ROAD  3. Date of Earliest Trans 09/22/2014  4. If Amendment, Date of Execurity (Instr. 3)  Table I - Non-Derivative Securities Accurity (Month/Day/Year)  Stock (Restricted Stock Certificate  Stock (Book Entry)  Table II - Derivative Securities Acqured (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acqured (e.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acqured (e.g., puts, calls, warrants, (Month/Day/Year)  2. Table II - Derivative Securities Acqured (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acqured (A) or Derivative Securities Acqured (A) or Disposed of (D) or (D) o	Code   Code	Code (Instr. 3)   Code (Inst	Code   Namount   Conversion   Conversion	Address of Reporting Person* Bernadette M  (First) (Middle)  NSON ROAD  2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [ MSEX ]  3. Date of Earliest Transaction (Month/Day/Year) (9/22/2014  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock (Restricted Stock Certificate  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock (DRP)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year) (Month/D	Code   Namount   Code   Conversion or Exercise   Conversion   Conversion or Exercise   Conversion or Exercise   Conversion   Conversion	d Address of Reporting Person*  Bernadette M  (First) (Middle)  NSON ROAD  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Stock (Restricted Stock Certificate)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 a security)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 a security)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Amount of Securities Acquired (Month/Day/Year)	Address of Reporting Person* Bernadette M  (First) (Middle) NSON ROAD  (State) (Zip)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially On Code (Instr. 3)  2. Issuer Name and Ticker or Trading Symbol MIDDLESEX WATER CO [MSEX]  3. Date of Earliest Transaction (Month/Day/Year) 09/22/2014  4. If Amendment, Date of Original Filed (Month/Day/Year)  Execution Date, if any (Month/Day/Year) (Month/Day/Year)  Stock (Restricted Stock Certificate  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year)  Amount of Security (Instr. 3, 4 and 4)  Amount or Number of Security (Instr. 3, 4 and 4)	Address of Reporting Person Bernadette M    Conversion of	Address of Reporting Person' Bernadette M  (First) (Middle)  NSON ROAD  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Femilians (Month/Day/Year)  (Stock (Restricted Stock Certificate)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Femilians (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions) (Instr. 3 and 4)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions) (Instr. 3 and 4)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions) (Instr. 3 and 4)  Stock (Book Entry)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions of Code (Instr. 3 and 4)  Stock (Instr. 4 and 5)  Stock (Instr. 4 and 5)	Address of Reporting Person's Bernadette M    Concession   Concession	

**Explanation of Responses:** 

s/Jay L. Kooper, Power of
Attorney for for Bernadette M. 09/22/2014
Sohler

\*\* Signature of Reporting Person Date

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

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.