SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Sectio	this box if no longer subject to on 16. Form 4 or Form 5 tions may continue. See
	ction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average bur	den									
hours per response:	0.5									

1. Name and Addre		Person*	2. Issuer Name and Ticker or Trading Symbol <u>MIDDLESEX WATER CO</u> [MSEX]		ationship of Reporting Pe k all applicable) Director	erson(s) to Issuer 10% Owner
(Last) 32 BUCKINGE	(First) IAM WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2006		Officer (give title below) Vice Presiden	Other (specify below) t & CFO
(Street) FREEHOLD (City)	NJ (State)	07728-3172 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an 5)		(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(insu. 4)
Common Stock (Restricted Stock)								6,983	D	
Common Stock (DRP Certificate Form)								10,600	D	
Common Stock (DRP)								4,876	D	
Common Stock (Shares Held in Street Name)	11/02/2006		A		500	A	\$18.46	500	D	
Common Stock (DRP)								1,937	I	Custodial Account Spouse for Daughter Molly O'Connor
Common Stock (Shares Held in Street Name)								500	I	Custodial Account Spouse for Daughter Molly O'Connor
Common Stock (DRP)								1,067	I	Custodial Account Spouse for Son Alexande O'Connor
Common Stock (Shares Held in Street Name)								500	I	Custodial Account Spouse for Son Alexande O'Connoi

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

		Ta	ble II - Deriva (e.g., p					ired, Disp options,		le sec	i or i				
1. Title of	2.	3. Transaction	3A. Deemed	Code		€A)Nu	m(160e)r	ExDatis Ebler	isΩabtle: and	7itītētle	aSolidiares	8. Price of Derivative	9. Number of	10. Ownership	11. Nature
- Derivative Esplarit itior (Instr. 3)	Conversion of Respises Price of Derivative Security	− Date e∯Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transd Code (8)			r osed) 1. 3, 4	-Expiration D (Month/Day/ [\]	(ear) <u>/s/</u> <u>At</u> <u>O'</u>	torney Conno	ties th J. Quin for A. Br <u>r</u>	Security (Instr 5) n, Power (Securities Beneficially <u>50</u> wned Foll <u>11/14/200</u> Rep <u>11/14/200</u> Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Reminder: R	eport on a se	parate line for each	class of securities	benefic	cially ov	wned c	lirectly	or indirectly.							
* If the form	is filed by mo	re than one reportir	g person, see Insti	uction 4	4 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts constitute Feo	leral Cri	minal \	/iolatio	ons Se	e 18 U.S.C. 1	001 and 15 L	J.S.C. 7	Bff(a).				
			hich must be manu												
Persons wh	o respond to	the collection of	information conta	ined in	this fo	rm ar	e not i	equired to re	spond unle	ss the f	oppolispla	iys a currer	tly valid OMB I	umber.	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares				