

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
(AMENDMENT NO. 1)

Middlesex Water Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

596680-108

(CUSIP Number)

CUSIP No. 596680-108

Page 1 of 7 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
- 5) Sole Voting Power 292,800
- 6) Shared Voting Power 1,000
- 7) Sole Dispositive Power 7,512
- 8) Shared Dispositive Power 292,800
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 301,312
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11) Percent of Class Represented by Amount in Row (9) 7.2
- 12) Type of Reporting Person (See Instructions) HC

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Page 2 of 7 Pages

- 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 | 292,800 |
| Beneficially Owned | | |
| By Each Reporting | 6) Shared Voting Power | 1,000 |
| Person With | | |
| | 7) Sole Dispositive Power | 7,512 |
| | 8) Shared Dispositive Power | 292,800 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 301,312
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions) []
- 11) Percent of Class Represented by Amount in Row (9) 7.2
- 12) Type of Reporting Person (See Instructions) HC

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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	292,800
	6) Shared Voting Power	1,000
	7) Sole Dispositive Power	7,512
	8) Shared Dispositive Power	292,800
9) Aggregate Amount Beneficially Owned by Each Reporting Person		301,312

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

11) Percent of Class Represented by Amount in Row (9) 7.2

12) Type of Reporting Person (See Instructions) BK

*formerly known as Midlantic Bank, National Association

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:

PNC Bank Corp., One PNC Plaza, 249 5th Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc., 222 Delaware Avenue, Wilmington, DE 19899

PNC Bank, National Association, One PNC Plaza, 249 Fifth Avenue,
Pittsburgh, PA 15222-2707

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 1996:

(a) Amount Beneficially Owned:	301,312 shares
(b) Percent of Class:	7.2
(c) Number of shares to which such person has:	
(i) sole power to vote or to direct the vote	292,800
(ii) shared power to vote or to direct the vote	1,000
(iii) sole power to dispose or to direct the disposition of	7,512
(iv) shared power to dispose or to direct the disposition of	292,800

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 14, 1997

Date

/s/ ROBERT L. HAUNSCHILD

Signature - PNC Bank Corp.

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

Name/Title

February 14, 1997

Date

/s/ PAUL L. AUDET

Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

Name/Title

February 14, 1997

Date

/s/ THOMAS R. MOORE

Signature - PNC Bank, National Association

Thomas R. Moore, Vice President and
Assistant Secretary

Name/Title

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