

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: May 9, 2005

MIDDLESEX WATER COMPANY

(Exact name of registrant as specified in its charter)

<u>NEW JERSEY</u>	<u>0-422</u>	<u>22-1114430</u>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 (see General Instruction A.2. below):

- 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. 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Compensation Committee Actions on Executive Officer Compensation

Establishment of 2005 Base Salaries. The Compensation Committee recommended, and the Board of Directors of Middlesex Water Company approved, base salaries for the Named Executives as follows:

<u>Executive Officer</u>	<u>Base Salary</u>
Dennis G. Sullivan	\$301,600
Dennis W. Doll	\$200,000
A. Bruce O'Connor	\$182,900
Ronald F. Williams	\$175,600
Richard M. Risoldi	\$150,800
Gerard L. Esposito	\$148,800

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: May 9, 2005