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GODFREY E	EDWARD F									
Form 4										
December 15	, 2005									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this						Expires:	January 31,			
if no longer subject to STATEMENT OF CHAN			GES IN BENEFICIAL OWN			NERSHIP OF	Estimated a	2005 average		
Section 16.			SECUR	SECURITIES				burden hours per		
Form 4 or Form 5			() $()$	а ·	· -	1	A (C1024	response 0.5		
obligation		suant to Section 1				-				
may conti	nue.	a) of the Public U 30(h) of the Ir	•	•	· ·			Π		
See Instru 1(b).	ction	50(II) 01 the II	ivestillent	Compan	y AC	1 01 19	+0			
1(0).										
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u></u> 2. Issuer Name				Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GODFREY	IL CORP [UTL]									
UNITIL										
(Last)	(First) (M	liddle) 3. Date o	3. Date of Earliest Transaction			(Check an applicable)				
			Day/Year)			_X_ Director10% Owner Officer (give titleOther (specify below)below)				
			005							
			endment, Date Original				6. Individual or Joint/Group Filing(Check			
			nth/Day/Year)				Applicable Line)			
					X Form filed by One Reporting Person					
HAMPTON	, NH 03842						Form filed by N Person	Aore than One Re	porting	
(City)	(State) (Zip) Tab	le I - Non-D	erivative	Securi	ities Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	on Date, if Transaction(A) or Disposed of Code (D)			5. Amount of Securities	6. Ownership Form: Direct			
(Instr. 3)	· · · ·	any					(D) or	Beneficial		
		(Month/Day/Year)				5)	Owned	• • •	Ownership	
							Following Reported	(IIIstr. 4)	(Instr. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common										
stock, no	12/15/2005		J (1)	217	А	\$ 25.3	1,843	D		
par value						25.5				

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

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 control number.

 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. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addres	55	Relationships						
	Director	10% Owner	Officer	Other				
GODFREY EDWARD F 6 LIBERTY LANE WEST HAMPTON, NH 03842	Х							
Signatures								
/s/ Edward F. Godfrey	12/15/2005							
**Signature of Reporting Person	Date							

Explanation of Responses:

- * 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).
- (1) Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.