

WHITNEY SANDRA L
Form 5
January 28, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
WHITNEY SANDRA L

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UNITIL CORP [UTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Corporate Secretary

6 LIBERTY LANE WEST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HAMPTON, NH 03842

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, no par value.	02/15/2012	^	J ⁽¹⁾	3.563	A	\$ 27.027	0	D	^	
Common stock, no par value.	05/15/2012	^	J ⁽²⁾	3.798	A	\$ 25.675	0	D	^	
Common stock, no par value.	08/15/2012	^	J ⁽³⁾	3.659	A	\$ 27.007	0	D	^	

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Common stock, no par value.	11/15/2012	Â	J ⁽⁴⁾	4.002	A	\$ 25.009	294.119	D	Â
Common stock, no par value.	12/31/2012	Â	J ⁽⁵⁾	1.283	A	\$ 26.72	24.371	I	Held in trust. ⁽⁶⁾

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Sc B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY SANDRA L 6 LIBERTY LANE WEST HAMPTON, NH 03842	Â	Â	Â Corporate Secretary	Â

Signatures

/s/ Sandra L. Whitney
01/28/2013

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) Acquisition pursuant to reinvestment of dividends.
- (2) Acquisition pursuant to reinvestment of dividends.

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- (3) Acquisition pursuant to reinvestment of dividends.
- (4) Acquisition pursuant to reinvestment of dividends.
- (5) Shares were purchased between January 1 - December 31, 2012 at an average price of \$26.72 under the terms and conditions of the Unifil Corporation Tax Deferred Savings and Investment Plan.
- (6) Shares are held in trust under the terms of the Unifil Corporation Tax Deferred Savings and Investment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.