

MIDDLESEX WATER CO  
Form 4  
December 03, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHEIN JEFFRIES

(Last) (First) (Middle)  
30 HUNTLEY ROAD  
(Street)

HOLMDEL, NJ 07733-1843

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MIDDLESEX WATER CO [MSEX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock (Certificate Form)					26,550	D			
Common Stock					144,154	D			
Common Stock	11/28/2007		J	500	D	\$ 18.82	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	300	D	\$ 18.83	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	200	D	\$	0	I <sup>(1)</sup>	See Note

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Stock					18.85			1	
Common Stock	11/28/2007		J	200	D	\$ 18.86	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	100	D	\$ 18.84	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	100	D	\$ 18.87	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	1,035	D	\$ 18.77	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	100	D	\$ 18.79	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	100	D	\$ 18.9	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	391	D	\$ 18.75	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	7,930	D	\$ 18.82	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	200	D	\$ 18.83	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	1,009	D	\$ 18.84	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/28/2007		J	470	D	\$ 18.81	0	I <sup>(1)</sup>	See Note 1
Common Stock	11/29/2007		J	5,521	D	\$ 18.73	112,071	I <sup>(1)</sup>	See Note 1

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5)
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Date            Expiration    Amount  
 Exercisable   Date            or  
 Code   V   (A)   (D)            Title    Number  
     of  
     Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEIN JEFFRIES 30 HUNTLEY ROAD HOLMDEL, NJ 07733-1843	X			

## Signatures

s/Kenneth J. Quinn, Power of Attorney for Jeffries  
 Shein 12/03/2007

\*\*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) Has voting power over various family trusts, charitable foundations, and an estate of a decedent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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