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MIDDLESEX WATER CO

Form 4

November 14, 2006

FORM	1									OMB A	PPROVAL		
	Washington, D.C. 20549						OMB Number:	3235-0287					
Check this if no longe								Expires:	January 31,				
subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNE							NERSHIP OF	Estimated burden hor response	ours per			
Form 5 obligation may continue <i>See</i> Instruction 1(b).	s Section 1	7(a) of the		lity Ho	oldi	ing Com	pany	Act of	e Act of 1934, 1935 or Section 0	·			
(Print or Type R	esponses)												
1. Name and AcoCONNOR	ldress of Reportin	ng Person *	2. Issuer Symbol	Name a n	nd T	Γicker or 7	Γrading	3	5. Relationship of Issuer	Reporting Per	rson(s) to		
			MIDDLESEX WATER CO [MSEX]						(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of (Month/Da			nsaction			Director		% Owner		
32 BUCKIN	GHAM WAY		11/14/20	006					_X_ Officer (give below) Vice P	below) President & CI	ner (specify		
EDEELIOI D	(Street)	70	4. If Amer Filed(Mont			e Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting P	erson		
	o, NJ 07728-31	.12							Person		1 0		
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	Securit	ies Acqu	uired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	on Date, if Transaction(A			4. Securi or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Cada	17	Amount	or	Duiaa	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock (Restricted				Code	V	Amount	(D)	Price	6,983	D			
Stock)													
Common Stock (DRP Certificate Form)									10,600	D			
Common Stock (DRP)									4,876	D			

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Common Stock (Shares Held in Street Name)	11/02/2006	A	500	A	\$ 18.46	500	D	
Common Stock (DRP)						1,937	I	Custodial Account Spouse for Daughter Molly O'Connor
Common Stock (Shares Held in Street Name)						500	I	Custodial Account Spouse for Daughter Molly O'Connor
Common Stock (DRP)						1,067	I	Custodial Account Spouse for Son Alexander O'Connor
Common Stock (Shares Held in Street Name)						500	I	Custodial Account Spouse for Son Alexander O'Connor

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Title Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OCONNOR A BRUCE 32 BUCKINGHAM WAY FREEHOLD, NJ 07728-3172

Vice President & CFO

Signatures

/s/Kenneth J. Quinn, Power of Attorney for A. Bruce O'Connor

11/14/2006

**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).

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.

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