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MIDDLESEX WATER CO

Form 5 January 03, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 |_| Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |_| Form 3 Holdings Reported |X| Form 4 Transactions Reported 1. Name and Address of Reporting Person* Cutting John (Last) (First) (Middle) 1610 Northstream Parkway _____ (Street) Point Pleasant NJ 08742 ______ (City) (Zip) (State) 2. Issuer Name and Ticker or Trading Symbol Middlesext Water Company (MSEX) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year

December 31, 2002

If Amendment, Date of Original (Month/Year)

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6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)							
	X Director _ Officer (give title belo	ow)	_ 10% Owne	er specify below)			
7.	Individual or (check applica							
	X Form file							
	Table I	Non-Derivat: or Be		s Acquired, Di	sposed of,			
1. Title of Security (Instr. 3)		2.	2A. Deemed Execution Date, if any (mm/dd/yy)		4. Securities According to the securities According to the securities According to the security and the secu	D) and 5)	(A) or	5. Amou Secu Bene Owned of Security of Security of Security (Insecurity 1995)
		Date				(A) or (D)	Price	
	on Stock			V	7,465			`
				V	600	А	1800	
		12/31/02		V	201	А	21.06	436

FORM 5 (continued)

 $^{^{\}star}$ $\,$ If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1.	Conversion or Exercise Price of	3. Trans-	3A. 4. Deemed Trans- Execut- action ion Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		Expiration Date				
= -		action		(Instr.						or
Derivative	ative	Date	any	8)	4 and	5)		Expira-		Number
		(mm/dd/						tion		of
(Instr. 3)	ity	уу)	уу)		(A)	(D)	cisable	Date	Title	Shares

Explanation of Responses:

Additional shares acquired as a result of three-for-two stock splits.

/s/ Marion F. Reynolds, Power of Attorney for
John C. Cutting

**Signature of Reporting Person

January 2, 2003

Date

** 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 provided is insufficient, see Instruction 6 for procedure.