

MIDDLESEX WATER CO
 Form 5
 January 31, 2005

FORM 5

**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).
 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 *
MUNDY STEPHEN H
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1217 NORTH INLYNNVIEW RD.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

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

6. Individual or Joint/Group Reporting
 (check applicable line)

VIRGINIA
 BEACH, VA 23454-1810
 (City) (State) (Zip)

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 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	12/17/2004		D	25	D \$ 0 0	D (1)	
Common Stock	12/17/2004		D	25	D \$ 0 0	D (2)	
Common Stock	12/17/2004		D	25	D \$ 0 0	D (3)	
Common Stock	12/17/2004		D	25	D \$ 0 0	D (4)	
Common Stock	12/17/2004		D	25	D \$ 0 0	D (5)	
Common Stock	12/17/2004		D	25	D \$ 0 0	D (6)	
					614	D	

Common Stock
(Dividend
Reinvestment)

Common Stock
(Dividend Reinvestment) 3,031 I See Note
(7)

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. of D Se 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

MUNDY STEPHEN H
1217 NORTH INLYNNVIEW RD.
VIRGINIA BEACH, VA 23454-1810

 X

Signatures

/s/ Kenneth J. Quinn, Power of Attorney for Stephen H. Mundy

01/28/2005

 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 held in Street Name.

(2) 25 Shares transferred to Thomas Mann, Merrill Lynch Account.

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- (3) 25 Shares transferred to Cody Mann, Merrill Lynch Account.
- (4) 25 Shares transferred to Dawn Mann, Custodian for Lydia Mann, Merrill Lynch Account.
- (5) 25 Shares transferred to Clancy Tinker Mundy, Custodian for Ashlyn Gouldthread, Merrill Lynch Account.
- (6) 25 Shares transferred to Clancy Tinker Mundy, Custodian for Savannah Gouldthread, Merrill Lynch Account.
- (7) Shares held I/N/O Clancy Tinker Mundy, Spouse.

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.