LONG GEORGE E JR

Form 4

March 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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(b).

(C:tr.)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LONG GEORGE E JR Issuer Symbol UNITIL CORP [UTL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify **6 LIBERTY LANE WEST** 02/06/2009 below) Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HAMPTON, NH 03842 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit or Dispos (Instr. 3, 4	ed of (4 and :	` ′	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)
Common stock, no par value	02/06/2009		J <u>(1)</u>	158	(D)	\$ 20.3	0	D	
Common stock, no par value	02/09/2009		J(2)	95	A	\$ 20.4	0	D	
Common stock, no par value	02/16/2009		J(3)	157	A	\$ 20.49	0	D	
Common stock, no	02/17/2009		J <u>(4)</u>	64.083	A	\$ 20.435	0	D	

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par value								
Common stock, no par value	03/03/2009	A(5)	16	A	\$ 18.606	0	D	
Common stock, no par value	03/09/2009	J <u>(6)</u>	125	A	\$ 18.25	4,885.796	D	
Common stock, no par value						655.7 <u>(7)</u>	I	Held in trust.

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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or			7. Title Amour Underl Securit (Instr.:	unt of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LONG GEORGE E JR **6 LIBERTY LANE WEST** HAMPTON, NH 03842

Vice President

Signatures

/s/ George E. 03/11/2009 Long, Jr.

Date

2 Reporting Owners

**Signature of Reporting Person

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).
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 6, 2008. Shares represent 25% of total grant and (1) vested on February 6, 2009. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are unrestricted and fully transferable by owner.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 9, 2007. Shares represent 25% of total grant and vested on February 9, 2009. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are unrestricted and fully transferable by owner.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 16, 2006. Shares represent 25% of total grant and vested on February 16, 2009. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are unrestricted and fully transferable by owner.
- (4) Acquisition pursuant to reinvestment of dividends.
- (5) Shares were awarded in connection with a Length of Service Award for 15 years of service with the Company.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on March 8, 2005. Shares represent 25% of total grant and vested (6) on March 9, 2009. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are
- (6) on March 9, 2009. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are unrestricted and fully transferable by owner.
- (7) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

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.

Signatures 3