

SCHOENBERGER ROBERT G
 Form 5
 February 09, 2011

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 *
SCHOENBERGER ROBERT G
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UNITIL CORP [UTL]

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

6 LIBERTY LANE WEST
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

HAMPTON, NH 03842
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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) | (A) or (D) | Price | 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, no par value | 02/07/2011 | Â | J ⁽¹⁾ | 1,375 | A | \$ 22.31 | 0 | D | Â |
| Common stock, no par value | 02/07/2011 | Â | J ⁽²⁾ | 1,063 | A | \$ 22.31 | 50,491.826 | D | Â |
| Common stock, no par value | 12/31/2010 | Â | J ⁽³⁾ | 505.488 | A | \$ 22.07 | 4,320.61 | I | Held in trust ⁽⁴⁾ |

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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 B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHOENBERGER ROBERT G 6 LIBERTY LANE WEST HAMPTON, NH 03842 | X | | Chairman and CEO | |

Signatures

/s/ Robert G. Schoenberger 02/09/2011

**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 granted pursuant to the Unitil Corporation Restricted Stock Plan on February 6, 2008. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.
 - (2) Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 5, 2010. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.
 - (3) Shares were purchased between January 1 - December 31, 2010 at an average price of \$22.07 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
 - (4) 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 provided is insufficient, see Instruction 6 for procedure.

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