

MIDDLESEX WATER CO  
 Form 5  
 February 02, 2006

**FORM 5**

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

OMB APPROVAL

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 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 \*  
 MIDDLETON JOHN R  
 (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)

318 HILLSIDE PLACE  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 02/02/2006

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

SOUTH  
 ORANGE, NJ 07079-2903  
 (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)			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)
				Amount	(A) or (D)	Price			
Common Stock							1,400	D	
Common Stock (Dividend Reinvestment)	12/01/2005		A	545	A	\$ 18.33	4,718	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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