SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]
 	
 SCHOENBERGER ROBERT G
 	
 (Last)   (First)   (Middle)
 	
 6 LIBERTY LANE WEST
 	
 (Street)
 	
 HAMPTON   NH   03842
 	
 (City)   (State)   (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	
	 UNITIL CORP [UTL]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 02/16/2009
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		 X Officer (give title below) Other (specify below)
		      Chairman and CEO
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		 X 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, no par value	02/16/2009		A		9,330	A	$0[1]	0	D	
Common stock, no par value	02/16/2009		J[2]		1,250	A	$20.49	46,241.826	D	
Common stock, no par value								3,780.5	I	Held in trust[3]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares were granted pursuant to the Unitil Corporation Restricted Stock Plan. Shares will vest 25% per year over four years from date of grant. Shares will be valued at current market price on date of vesting.

2. 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.

3. Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

/s/ Robert G. Schoenberger   02/17/2009

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.