FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
	Estimated average burde	en							
	hours per response:	0.5							

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

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* <u>COLLIN MARK H</u>							2. Issuer Name and Ticker or Trading Symbol UNITIL CORP [UTL]										licable) tor	10% Ow		wner
ast) (First) (Middle) LIBERTY LANE WEST						3. Date of Earliest Transaction (Month/Day/Year) 05/12/2004										belov	v)	Other (spec below) O & Treasurer		
(Street) HAMPTON NH 03842 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)										Form Form	n filed by One Reporting Person n filed by More than One Reporting			
	Tabl	e I - Nor	n-Deriva	ative	Se	curitie	es Ac	quire	d, D	Disp	osed o	f, o	r Be	nefic	ially	Owne	ed			
Date					r) I	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		Disposed Of (D) (Instr. 3,				4 and Secur Benef Owne		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Co	de \	,	Amount		(A) or (D)	Prid	e	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Stock, no p	05/12/	2004				J(:	1)		200		A	\$2	\$26.65		1,933.468		D			
Common Stock, no par value																1,636.522		I (2)	- 1	Held in trust
	Та															wned				
2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				vative irities ired or osed)	Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Security (II and 4) An or						f s g e Instr. 3	Deri Sec (Insi	vative urity	derivative Securities Beneficially Owned Following Reported	Owners Form: Direct (I or Indire (I) (Instr) ct	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Find the second of the second	(First) (TY LANE WEST ON NH (State) (Table Security (Instr. 3) Stock, no par value Stock, no par value Table Stock, no par value	(First) (Middle) TY LANE WEST ON NH 03842 (State) (Zip) Table I - Nor Security (Instr. 3) Stock, no par value Stock, no par value Table II - L ((Instr. 3) 3. Transaction Date (Month/Day/Year) Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) TY LANE WEST ON NH 03842 (State) (Zip) Table I - Non-Derivation (Month/D) Stock, no par value Table II - Derivati (e.g., pu 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (First) (Middle) TY LANE WEST Table I - Non-Derivative Security (Instr. 3) Stock, no par value Table II - Derivative Security (e.g., puts, c. Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (First) (Middle) TY LANE WEST Table I - Non-Derivative Security (Instr. 3) Stock, no par value Table II - Derivative Security (e.g., puts, calls) 2. Transaction Date (Month/Day/Year) Table III - Derivative Security (e.g., puts, calls) 2. Transaction Date (Month/Day/Year) A. Transaction Date (Instruction of Exercise Price of Derivative Security) A. Transaction Date (Month/Day/Year) (Month/Day/Year) A. Transaction Code (Instruction of Exercise Price of Derivative Security) A. Transaction Date (Month/Day/Year) (Month/Day/Year)	N MARK H (First) (Middle) TY LANE WEST Table I - Non-Derivative Securities (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities (e.g., puts, calls, warr Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Poerivative Security Security Table II - Derivative Securities (e.g., puts, calls, warr A. Transaction Date (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr A. Transaction Code (Instr. 8) Table II - Derivative Securities (e.g., puts, calls, warr A. Transaction Code (Instr. 8) Derivative Security Conversion or Exercise (P.S. Number of Derivative Security (Month/Day/Year) A. Transaction Code (Instr. 8) Derivative Security A. Transaction Code (Instr. 8) Derivative Security Conversion or Exercise (P.S. Number of Derivative Security (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr) Conversion or Exercise (P.S. Number of Derivative Security (Month/Day/Year)	N MARK H (First) (Middle) TY LANE WEST Table I - Non-Derivative Securities Ac Security (Instr. 3) Stock, no par value Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquered (a) or Exercise Price of Derivative Security Security Stock, no par value Table II - Derivative Securities Acquered (a) or Exercise Price of Derivative Securities Acquered (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) TY LANE WEST Table I - Non-Derivative Securities Acquires (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security 3. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option of Execution Date, if any (Month/Day/Year) 4. Transaction Transaction Date (e.g., puts, calls, warrants, option of Execution Date, if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	(First) (Middle) (First) (Middle) (TY LANE WEST Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Date (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, options) 2. Conversion or Exercise (Month/Day/Year) Table II - Derivative Securities Acquired, Dis (e.g., puts, calls, warrants, options) 2. Conversion or Exercise (Month/Day/Year) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	Conversion or Exercise Price of Derivative Securities Acquired Date (Month/Day/Year) Stock, no par value Conversion or Exercise (Month/Day/Year) Stock, no par value Stock, no par	Code Name Code Code	Conversion of Exercise of Date of Exercise of Conversion of Exercise of Date Price of Derivative Security (Instr. 3) Code (Instr. 3)	(First) (Middle) TY LANE WEST 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Berecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security of (A) or Exercise of Derivative Security (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 3. Transaction Date (a) or Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security (A) or Derivative Securit	N MARK H (First) (Middle) (Middle) (TY LANE WEST	Check Chec	Check all applied Chec	N MARK H (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form filed by More Recording (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock, no par value) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form filed by More Recording Date, if any (Month/Day/Year) (Month/Day/Year) (Stock, no par value) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3, and 4) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Transaction Date (e.g., puts, calls, warrants, options, convertible securities) Amount of Conversion Date (month/Day/Year) (Month/Day/Year) Amount of Conversion Obate on Code (Instr. 3) Amount of Code (Instr. 3) Transaction (Month/Day/Year) Amount of Code (Instr. 3) Amount of Code (Instr. 4) Amount of Code (Instr.	N MARK H (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, calls, warrant	N MARK H (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Security Underlying Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired, Disposed of, or Beneficially Owned Security Underlying Security Underlying Securities Acquired (A) or Be

Explanation of Responses:

- 1. Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on May 12, 2003. Shares represent 25% of total grant and vested on 5/12/04. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner. Total direct ownership remains the same as total reported on Form 4 filed 5/3/04.
- 2. Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

/s/ Mark H. Collin

05/13/2004

** 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.