

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

- 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.

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*<br><u>MORRISSEY RAYMOND J</u><br><br>(Last) (First) (Middle)<br><u>6 LIBERTY LANE WEST</u><br><br>(Street)<br><u>HAMPTON NH 03842</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNITIL CORP [ UTL ]</u>         | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Vice President</u> |
|  | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><u>02/11/2005</u> |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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, no par value      | 08/13/2004                           |  | J <sup>(1)</sup>               | 44.245  | A          | \$26.06 | 0  | D  |   |
| Common Stock, no par value      | 11/15/2004                           |  | J <sup>(2)</sup>               | 41.781  | A          | \$27.96 | 3,428.124  | D  |   |
| Common Stock, no par value      | 01/01/2004                           |  | J <sup>(3)</sup>               | 179.22  | D          | \$27.36 | 6,061.887  | I  | Held in Trust <sup>(4)</sup>                          |

**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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Common Stock Options                       | \$0  |                                      |  |                                |  |     | 03/01/1999   | 01/01/2011      | Common Stock  | 4,500                                      | 4,500 <sup>(5)</sup>   | D   |  |

**Explanation of Responses:**

- Acquisition pursuant to reinvestment of dividends.
- Acquisition pursuant to reinvestment of dividends.
- Allocations to the Unitil Corporation Stock Fund of the Tax Deferred Savings and Investment Plan (TDSIP) were adjusted as a result of a change in the Unitil Corporation TDSIP recordkeeper and trustee in July 2004 and the subsequent recordkeeping change to a unitized-based system that incorporates a cash position of 5% liquidity.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Options were granted under the terms and conditions of the Company's 1998 Stock Option Plan and previously reported on Form 3.

/s/ Raymond J. Morrissey      02/11/2005

\*\* 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.**