

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

UNITIL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

New Hampshire
(State or Other Jurisdiction of
Incorporation or Organization)

02-0381573
(I.R.S. Employer
Identification No.)

6 Liberty Lane West, Hampton, New Hampshire 03842-1720
(603) 772-0775

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Mark H. Collin
Senior Vice President and Chief Financial Officer
UNITIL CORPORATION

6 Liberty Lane West
Hampton, New Hampshire 03842-1720
(603) 772-0775

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

David S. Balabon, Esq.
LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.
260 Franklin Street
Boston, Massachusetts 02110
(617) 439-9500

Shelley A. Barber, Esq.
VINSON & ELKINS L.L.P.
666 Fifth Avenue
26th Floor
New York, New York 10103
(917) 206-8000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-108349

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, no par value	119,600 Shares	\$ 25.40	\$ 3,037,840	\$ 245.77

(1) Includes 93,600 shares of common stock issuable upon exercise of the underwriters' over-allotment option.

(2) This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (Registration No. 333-108349) (the "Prior Registration Statement"). The Prior Registration Statement registered 598,000 shares of the Registrant's common stock for a proposed maximum aggregate offering price of \$15,464,280. Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, this Registration Statement relates to the registration of 119,600 additional shares of the Registrant's common stock for an additional maximum aggregate offering price of \$3,037,840. Therefore, an additional registration fee of \$245.77 is being transmitted herewith.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement hereby incorporates by reference the contents of the Unitil Corporation Registration Statement on Form S-3 (Registration No. 333-108349) declared effective on October 23, 2003 by the Securities and Exchange Commission (the "Commission"), including the exhibits and power of attorney thereto and each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein. The form of prospectus contained in the earlier effective Registration Statement will reflect the aggregate amount of common stock registered in this Registration Statement and the earlier effective Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated by reference herein.

Signature

Title

Date

*

Director

October 23, 2003

Charles H. Tenney, III

*

Director

October 23, 2003

Dr. Sarah P. Voll

/s/ MARK H. COLLIN

Senior Vice President and
Chief Financial Officer

October 23, 2003

Mark H. Collin

/s/ LAURENCE M. BROCK

Vice President and Controller

October 23, 2003

Laurence M. Brock

*By:

/s/ MARK H. COLLIN

Mark H. Collin,
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No:</u>	<u>Description of Exhibit</u>
5.1	Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P. (incorporated by reference to Exhibit 5.1 to the Registration Statement on Form S-3 (Registration No. 333-108349)).
23.1	Consent of LeBoeuf, Lamb, Greene & MacRae, L.L.P. (included in Exhibit 5.1).
23.2	Consent of Grant Thornton LLP (filed herewith).
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-3 (Registration No. 333-108349)).

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 7, 2003 accompanying the consolidated financial statements and schedule included in the Annual Report of Unitil Corporation and subsidiaries on Form 10-K for the year ended December 31, 2002. We hereby consent to the incorporation by reference of said report in the Registration Statement of Unitil Corporation on Form S-3, covering the issuance of equity securities by Unitil Corporation. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Grant Thornton LLP

Boston, Massachusetts
October 20, 2003