

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* <u>TENNEY CHARLES H III</u> (Last) (First) (Middle) <u>6 LIBERTY LANE WEST</u> (Street) <u>HAMPTON NH 03842</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNITIL CORP [UTL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/04/2008		J ⁽¹⁾	245	A	\$22.44	4,624	D	
Common stock, no par value	06/30/2008		J ⁽²⁾	174.881	A	\$27.55	0	I	Held in trust.
Common stock, no par value	12/22/2008		J ⁽³⁾	187.757	D	\$19.75	0	I	Held in trust.
Common stock, no par value	12/31/2008		J ⁽⁴⁾	113.917	A	\$25.14	1,220.16	I	Held in trust. ⁽⁵⁾
Common stock, no par value							81,132.333 ⁽⁶⁾	I	Held in trust. ⁽⁷⁾

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					

Explanation of Responses:

- Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.
- Shares were purchased between April 11 - June 30, 2008 at an average price of \$27.55 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Required 2008 distribution pursuant to the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Shares were purchased between July 1 - December 31, 2008 at an average price of \$25.14 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- This total includes: The Charles H. Tenney, III 1995 Trust 71,493,000, The Tenney Trust 7,377,833 and the Trust under the will of Charles H. Tenney 2,261,500.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

/s/ Charles H. Tenney III 02/09/2009

** 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.