

**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).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>LONG GEORGE E JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>UNITIL CORP [ UTL ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice President</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/06/2009</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
6 LIBERTY LANE WEST			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<b>HAMPTON</b>	<b>NH</b>	<b>03842</b>			
(City)	(State)	(Zip)				

**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	02/06/2009		J <sup>(1)</sup>		158	A	\$20.3	0	D	
Common stock, no par value	02/09/2009		J <sup>(2)</sup>		95	A	\$20.4	0	D	
Common stock, no par value	02/16/2009		J <sup>(3)</sup>		157	A	\$20.49	0	D	
Common stock, no par value	02/17/2009		J <sup>(4)</sup>		64.083	A	\$20.435	0	D	
Common stock, no par value	03/03/2009		A <sup>(5)</sup>		16	A	\$18.606	0	D	
Common stock, no par value	03/09/2009		J <sup>(6)</sup>		125	A	\$18.25	4,885.796	D	
Common stock, no par value								655.7 <sup>(7)</sup>	I	Held in trust.

**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					

**Explanation of Responses:**

- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 6, 2008. Shares represent 25% of total grant and vested on February 6, 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.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 9, 2007. Shares represent 25% of total grant and vested on February 9, 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.
- 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.
- Acquisition pursuant to reinvestment of dividends.
- Shares were awarded in connection with a Length of Service Award for 15 years of service with the Company.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on March 8, 2005. Shares represent 25% of total grant and vested on March 9, 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.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

/s/ George E. Long, Jr.                      03/11/2009  
 \*\* 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.