SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person*

 DALTON MICHAEL J

 (Last) (First) (Middle)

 6 LIBERTY LANE WEST

 (Street)

 HAMPTON NH 03842

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 UNITIL CORP [UTL]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2003

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director ☐ 10% Owner
 ☐ Officer (give title below) ☐ Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X Form filed by One Reporting Person
 ☐ 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 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	12/16/2003		J[1]		215	A	$25.53	0	D	
Common Stock, no par value	02/20/2003		A[2]		29	A	$25.71	27,397	D	
Common Stock, no par value								8,588	I	Family member is trusteee of a trust.[3]
Common Stock, no par value	01/01/2003		J[4]		288.778	A	$26.34[5]	5,471	D	

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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.

2. Shares were awarded in connection with a Length of Service Award.

3. Shares were owned by a trust of which a member of my family is trustee. I do not have any beneficial interest in or voting rights for these shares.

4. During the period January 1-November 30, 2003, shares were held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan. On December 1, 2003, these shares were rolled over into an individual retirement accounts and are now owned directly.

5. Shares were purchased between January 1 - November 30, 2003 at a range of prices between $23.05 & $26.34.

/s/ Michael J. Dalton   12/17/2003

** 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.