

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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>Brook Laurence M</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Controller & C.A.O.</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	02/16/2010		J ⁽¹⁾	18,599	A	\$21.186	0	D	
Common stock, no par value	05/14/2010		J ⁽²⁾	22,831	A	\$21.921	0	D	
Common stock, no par value	08/16/2010		J ⁽³⁾	24,091	A	\$21.317	0	D	
Common stock, no par value	11/15/2010		J ⁽⁴⁾	23,359	A	\$22.341	0	D	
Common stock, no par value	02/07/2011		J ⁽⁵⁾	73	A	\$22.31	0	D	
Common stock, no par value	02/07/2011		J ⁽⁶⁾	97	A	\$22.31	0	D	
Common stock, no par value	02/09/2011		J ⁽⁷⁾	57	A	\$22.78	0	D	
Common stock, no par value	02/09/2011		A	840	A	\$0 ⁽⁸⁾	2,361.014	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Acquisition pursuant to reinvestment of dividends.
- Acquisition pursuant to reinvestment of dividends.
- Acquisition pursuant to reinvestment of dividends.
- Acquisition pursuant to reinvestment of dividends.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 5, 2010. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.
- Shares granted pursuant to the Unitil Corporation Restricted Stock Plan on February 6, 2008. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.
- Shares were granted pursuant to the Unitil Corporation Restricted Stock Plan on February 9, 2007. Shares represent 25% of total grant and vested on February 9, 2011. 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 were granted pursuant to the Unitil Corporation Restricted Stock Plan. Shares will vest 25% per year over four years from date of grant. Shares will be valued at current market price on date of vesting.

/s/ Laurence M. Brock 02/10/2011

** 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.