Instruction 1(b)

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Holdings Repo	itcu.															".	
		File															
1. Name and Address of Reporting Person* BLACK TODD R				2. Issuer Name and Ticker or Trading Symbol UNITIL CORP [UTL]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) (First) (Middle) 6 LIBERTY LANE WEST				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008					/Year)	X Officer (give title Other (specify below) Vice President							
			4. If Amen	dment	, Date o	of Orig	ginal File	d (Month/I	Day/Yea		Line)	Form	n filed by O	ne Re	porting Pe	erson	
	Tabl	e I - Non-Deriv	ative Sec	uritie	s Ac	quire	ed, Di	sposed	of, or	Benefic	ially	/ Owne	ed				
1. Title of Security (Instr. 3)			2A. Deemed Execution Date, if any		3. Transaction Code (Instr.		4. Securities Acquired (A) or Dispos (D) (Instr. 3, 4 and 5)			or Disposed	Securi Benefi		es ally	Form	n: Direct	7. Nature of Indirect Beneficial Ownership	
			(Month/Day/Year)		8)		Amoun	t	(A) or (D)	Price	ice		Issuer's Fiscal Year (Instr. 3 and 4)		ect (I)	(Instr. 4)	
stock, no pa	ır value	10/31/2008			J ⁽¹⁾		53	.028	A \$23.7		81 4,209		09.24		D		
stock, no pa	ır value	12/31/2008	J ⁽²⁾)	63	.138	A	A \$23.18		936.09				Held in trust. ⁽³⁾		
	Та											Owned					
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)	of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	rative rities iired r osed) : 3, 4	Expiration Date (Month/Day/Year) Date Expirat			Amou or Numb of		De Se (In	erivative ecurity	derivative Securities Beneficial Owned Following Reported	i lly	Form: Direct (D) or Indirect	Beneficial Ownership t (Instr. 4)	
	Transactions R d Address of I (TODD) (Fir TY LANE V ON NF (Sta curity (Instr. 3 stock, no pa stock, no pa 2. Conversion or Exercise Price of Derivative	Transactions Reported. d Address of Reporting Person* (TODD R (First) (I) TY LANE WEST ON NH (State) (I) Table Courity (Instr. 3) Stock, no par value Stock, no par value Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	Transactions Reported. d Address of Reporting Person* (TODD R (First) (Middle) TY LANE WEST ON NH 03842 (State) (Zip) Table I - Non-Derive (Month/Day/Year) Stock, no par value 10/31/2008 Table II - Derivat (e.g., point of Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Transactions Reported. Conversion or Exercise Price of Derivative Security (Month/Day/Year) Filed pursuant to or Section	Transactions Reported. Conversion Conve	Transactions Reported. Filed pursuant to Section 16(a or Section 30(h) of the defendance of Section 30(h) of the defen	Transactions Reported. Filed pursuant to Section 16(a) of the Invest of Section 30(h) of the Invest of UNITIL CORP [UT 3. Statement for Issuer's Fisc 12/31/2008 4. If Amendment, Date of Original Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Non-Derivative Securities Acquired (e.g., puts, calls, warrants, option of Securities Acquired (A) or Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, option of Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option of Date (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Date of Original Securities Acquired (A) or Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option of Date (Month/Day/Year) 2. Securities Acquired (A) or Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. Transaction Ocide (Instr. 8) 5. Number of Experimental Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Experimental Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Transactions Reported. Filed pursuant to Section 16(a) of the Secur or Section 30(h) of the Investment Corporation Date (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Dispansion or Exercise Price of Derivative Security Table II - Derivative Securities Acquired, Dispansion or Exercise Price of Derivative Security Security (Instr. 3) Table II - Derivative Securities Acquired, Dispansion or Exercise Price of Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired, Dispansion or Exercise Price of Derivative Security Security Security Table II - Derivative Securities Acquired, Dispansion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Source of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	Transactions Reported. Filed pursuant to Section 16(a) of the Securities Exchards Section 20(h) of the Investment Company Act or Section 30(h) of the Investment Act or Section 30(h) of the	Filed pursuant to Section 16(a) of the Securities Exchange Ac or Section 30(h) of the Investment Company Act of 194 and Address of Reporting Person* (First) (Middle) (First) (Middle) TY LANE WEST Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beauty (Month/Day/Year) Stock (Month/Day/Year) Stock (Month/Day/Year)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 d Address of Reporting Person* (First) (Middle) (First) (Middle) TY LANE WEST Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Courity (Instr. 3) 2. Transaction Date (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Code (Instr. 4) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Benefic Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Benefic Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Derivative Securities Acquired (A) or Disposed of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of Or (D) (Instr. 3, 4 and 5)	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 d Address of Reporting Person* (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Security (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock, no par value Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3, 4 and 5) (Base of Chelling Security (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Base of Chelling Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 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 Address of Reporting Person* (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Stock, no par value 10/31/2008 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Observative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Observative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Observative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Observative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Observative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (instr. 3) A Derivative Security (instr. 3, 4 and 5) A Deate Exercisable and Expiration Date (onth/Day/Year) An Observative Security (instr. 3, 4 and 5) A Deate Exercisable and Expiration Date (onth/Day/Year) An Observative Security (instr. 3, 4 and 5) A Deate Exercisable and Annount of A	Transaction Reporting Person* Address of Reporting Person* (First) (Middle) Ty LANE WEST Table 1 - Non-Derivative Securities Acquired, Month/Day/Year) 2. A Securities Acquired (Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Month/Day/Year) 2. Transaction (Month/Day/Year) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Currity (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities) Table II - Derivative Securities (Month/Day/Year) A Security (Month/Day/Year) A Security (Instr. 3) A Security (Instr. 3 and 4) A Securities Securities Securities Acquired, Disposed of, or Beneficially Owned (Securities) A Security (Instr. 3) A Security (Instr. 3) B Security (Instr. 3) A Securities Securi	Transactions Reporting Person* Address of Reporting Person* (First) (Middle) (First) (Middle) Ty LANE WEST Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Currity (Instr. 3) 2. A Deemed Execution Date, (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 2. Transaction Date, (Month/Day/Year) (State) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Currity (Instr. 3) 2. Transaction Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (D) (Instr. 3, 4 and 5) 3. Transaction Date (P.D.) 4. Securities Acquired (A) or Disposed of Securities Acquired (A) or Disposed of Securities Acquired (D) (Instr. 3, 4 and 5) 3. Transaction Date (P.D.) 4. Securities Acquired (A) or Disposed of Securities	Transactions Reported. Filed pursuant to Section 15(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 d Address of Reporting Person* CTODD R (First) (Middle) (First) (Middle) (First) (Middle) TY LANE WEST A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Currity (Instr. 3) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock, no par value 10/31/2008 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Stock, no par value 10/31/2008 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Amount (A) or Price (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (Month/Day/Year) Amount Observative Securities Sec	

Explanation of Responses:

- 1. Acquisition pursuant to reinvestment of dividends.
- 2. Shares were purchased between October 8 December 31, 2008 at an average price of \$23.18 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- 3. Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

/s/ Todd R. Black 02/05/2009

** 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.