

**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>SCHOENBERGER ROBERT G</b>  (Last) (First) (Middle) <b>6 LIBERTY LANE WEST</b>  (Street) <b>HAMPTON NH 03842</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>UNITIL CORP [ UTL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2012</b>	
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 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	02/03/2012		A		7,160	A	\$0 <sup>(1)</sup>	0	D	
Common stock, no par value	02/06/2012		J <sup>(2)</sup>		1,063	A	\$27.51	0	D	
Common stock, no par value	02/06/2012		J <sup>(3)</sup>		1,375	A	\$27.51	64,541.826	D	
Common stock, no par value								4,295.06	I	Held in trust. <sup>(4)</sup>

**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 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.
- Shares were granted pursuant to the Unitil Corporation Restricted Stock Plan on February 5, 2010. Shares represent 25% of total grant and vested on February 6, 2012. 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 on February 6, 2008. Shares represent 25% of total grant and vested on February 6, 2012. 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/ Robert G. Schoenberger      02/07/2012

\*\* 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.