

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended September 30, 1996

Commission File Number 1-8858

Unitil Corporation
(Exact name of registrant as specified in its charter)

New Hampshire
(State or other jurisdiction of
incorporation or organization)

02-0381573
(I.R.S. Employer
entification No.)

6 Liberty Lane West, Hampton, New Hampshire
(Address of principal executive office)

03842
(Zip Code)

(603) 772-0775
(Registrant's telephone number, including area code)

NONE
(Former name, former address and former fiscal year,
if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class -----	Outstanding at November 1, 1996 -----
Common Stock, No par value	4,371,298 Shares

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

INDEX

Part I. Financial Information

Page No.

Consolidated Statements of Earnings - Three and Nine Months Ended September 30, 1996 and 1995	3
Consolidated Balance Sheets, September 30, 1996, September 30, 1995 and December 31, 1995	4-5
Consolidated Statements of Cash Flows - Nine Months Ended September 30, 1996 and 1995	6
Notes to Consolidated Financial Statements	7-8
Management's Discussion and Analysis of Results of Operations and Financial Condition	9-11
Exhibit 11 - Computation of Earnings per Average Common Share Outstanding	12

PART 1. FINANCIAL INFORMATION

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	1996	1995	1996	1995
Operating Revenues:				
Electric	\$39,101,212	\$35,001,463	\$112,148,628	\$103,682,242
Gas	3,284,853	2,555,376	14,986,474	12,160,726
Other	7,500	247,090	37,927	673,760
	-----	-----	-----	-----
Total Operating Revenues	42,393,565	37,803,929	127,173,029	116,516,728
Operating Expenses:				
Fuel and Purchased Power	26,686,015	23,357,969	75,663,636	69,607,589
Gas Purchased for Resale	2,394,395	1,715,648	9,549,829	7,300,969
Operating and Maintenance	6,025,177	5,642,261	18,233,160	16,759,414
Depreciation	1,723,618	1,588,587	5,024,333	4,707,329
Amort. of Cost of Abandoned Properties	542,262	416,288	1,446,977	1,233,876
Provisions for Taxes:				
Local Property and Other	1,249,066	1,138,261	3,822,024	3,489,152
Federal and State Income	678,077	683,629	3,311,296	2,913,382
	-----	-----	-----	-----
Total Operating Expenses	39,298,610	34,542,643	117,051,255	106,011,711
	-----	-----	-----	-----
Operating Income	3,094,955	3,261,286	10,121,774	10,505,017
Non-Operating (Income) Expense	8,175	37,506	(634,546)	210,070
	-----	-----	-----	-----
Income Before Interest Expense	3,086,780	3,223,780	10,756,320	10,294,947
Interest Expense, Net	1,568,798	1,404,819	4,445,446	4,229,775
	-----	-----	-----	-----
Net Income	1,517,982	1,818,961	6,310,874	6,065,172
Less Dividends on Preferred Stock	67,307	70,813	204,922	212,949
	-----	-----	-----	-----
Net Income Applicable to Common Stock	\$1,450,675	\$1,748,148	\$6,105,952	\$5,852,223
Average Common Shares Outstanding	4,361,641	4,307,733	4,346,768	4,291,100
Earnings Per Share of Common Stock	\$0.33	\$0.40	\$1.40	\$1.36
Dividends Declared per Share of Common Stock (Note 1)	\$0.33	\$0.32	\$1.32	\$1.28

(The accompanying notes are an integral part of these statements.)

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30,		December 31,
	1996	1995	1995
ASSETS:			
Utility Plant:			
Electric	\$155,617,076	\$146,164,526	\$148,458,414
Gas	28,089,232	26,561,471	27,220,705
Common	7,787,699	7,319,241	8,494,093
Construction Work in Progress	12,500,635	4,800,757	6,003,991
	-----	-----	-----
Total Utility Plant	203,994,642	184,845,995	190,177,203
Less: Accumulated Depreciation	63,549,814	59,895,314	60,682,742
	-----	-----	-----
Net Utility Plant	140,444,828	124,950,681	129,494,461
Other Property & Investments	42,448	42,448	42,448
Current Assets:			
Cash	2,670,888	3,642,708	3,397,931

Accounts Receivable - Less Allowance for Doubtful Accounts of \$676,843 \$584,988 and \$622,596	14,297,301	14,211,372	14,931,699
Materials and Supplies	2,671,346	2,570,264	2,275,865
Prepayments	614,399	510,332	435,106
Accrued Revenue	5,326,016	1,336,992	2,577,715
	-----	-----	-----
Total Current Assets	25,579,950	22,271,668	23,618,316
Deferred Assets:			
Debt Issuance Costs	842,819	899,408	885,258
Cost of Abandoned Properties	25,807,814	27,538,962	27,254,791
Prepaid Pension Costs	7,277,514	6,466,963	6,688,714
Other Deferred Assets	23,739,263	23,767,202	23,718,296
	-----	-----	-----
Total Deferred Assets	57,667,410	58,672,535	58,547,059
	-----	-----	-----
TOTAL	\$223,734,636	\$205,937,332	\$211,702,284

(The accompanying notes are an integral part of these statements.)

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30, 1996	September 30, 1995	December 31, 1995
CAPITALIZATION AND LIABILITIES:			
Capitalization:			
Common Stock Equity	\$65,330,456	\$61,396,196	\$63,894,789
Preferred Stock, Non-Redeemable, Non-Cumulative	225,000	225,000	225,000
Preferred Stock, Redeemable, Cumulative	3,665,900	3,773,900	3,773,900
Long-Term Debt, Less Current Portion	61,022,000	63,466,000	62,211,000
	-----	-----	-----
Total Capitalization	130,243,356	128,861,096	130,104,689
Capitalized Leases, Less Current Portion	3,221,226	3,243,496	3,732,947
Current Liabilities:			
Long-Term Debt, Current Portion	1,294,000	144,000	1,294,000
Short-Term Debt	11,600,000	--	2,700,000
Accounts Payable	16,549,819	12,286,058	14,565,075
Dividends Declared and Payable	1,670,588	1,545,403	170,796
Refundable Customer Deposits	1,797,560	2,556,291	2,237,851
Taxes Accrued	226,748	662,483	216,596
Interest Accrued	1,497,470	1,453,500	1,425,876
Capitalized Leases, Current Portion	1,165,117	589,177	741,832
Accrued and Other Current Liabilities	3,378,991	2,314,465	2,202,096
	-----	-----	-----
Total Current Liabilities	39,180,293	21,551,377	25,554,122
Deferred Liabilities:			
Investment Tax Credits	1,655,906	1,854,408	1,803,821
Other Deferred Liabilities	8,707,323	9,555,830	9,763,878
	-----	-----	-----
Total Deferred Liabilities	10,363,229	11,410,238	11,567,699
Deferred Income Taxes	40,726,532	40,871,125	40,742,827
	-----	-----	-----
TOTAL	\$223,734,636	\$205,937,332	\$211,702,284

(The accompanying notes are an integral part of these statements.)

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

Nine Months Ended September 30,
1996 1995

Net Cash Flow from Operating Activities:		
Net Income	\$6,310,874	\$6,065,172
Adjustments to Reconcile Net Income to Net Cash		
Depreciation and Amortization	6,471,310	5,941,205
Deferred Taxes	382,361	(155,070)
Amortization of Investment Tax Credit	(147,915)	(151,760)
Provision of Doubtful Accounts	702,615	648,313
Amortization of Debt Issuance Costs	42,439	58,101
(Gain) Loss on Taking of Land and Building	(875,000)	140,698
Changes in Assets and Liabilities:		
(Increase) Decrease in:		
Accounts Receivable	(68,216)	(1,577,999)
Materials and Supplies	(395,481)	(480,285)
Prepayments and Prepaid Pension	(768,093)	(766,880)
Accrued Revenue	(2,748,301)	955,305
Increase (Decrease) in:		
Accounts Payable	1,984,744	(204,983)
Refundable Customer Deposits	(440,291)	73,512
Taxes and Interest Accrued	81,746	1,084,749
Other, Net	(247,368)	1,835,724
	-----	-----
Net Cash Provided by Operating Activities	10,285,424	13,465,802
Net Cash Flows from Investing Activities:		
Acquisition of Property, Plant and Equip.	(15,338,235)	(9,589,262)
Proceeds from Taking of Land & Building	875,000	2,000,000
	-----	-----
Net Cash Used in Investing Activities	(14,463,235)	(7,589,262)
Cash Flows from Financing Activities:		
Net (Decrease) in Short-Term Debt	8,900,000	--
Net (Decrease) in Long-Term Debt	(1,189,000)	(1,970,321)
Dividends Paid	(4,448,572)	(4,314,805)
Issuance of Common Stock	866,666	797,449
Retirement of Preferred Stock	(108,000)	(94,700)
Repayment of Capital Lease Obligations	(570,326)	(461,578)
	-----	-----
Net Cash Flows from Financing Activities	3,450,768	(6,043,955)
Net Increase (Decrease) in Cash	(727,043)	(167,415)
Cash at Beginning of Year	3,397,931	3,810,123
	-----	-----
Cash at September 30,	\$2,670,888	\$3,642,708
Supplemental Cash Flow Information:		
Cash Paid for:		
Interest Paid	\$4,128,505	\$4,573,329
Federal Income Taxes Paid	\$3,032,000	\$2,455,000
Non-Cash Financing Activities:		
Capital Leases Incurred	\$481,889	\$456,709

(The accompanying notes are an integral part of these statements.)

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

Note 1. Dividends:

Four regular quarterly common stock dividends were declared during the nine month periods ended September 30, 1996 and 1995.

On September 19, 1996, the Company's Board of Directors declared its regular quarterly dividend on the Company's Common Stock of \$0.33 per share which is payable on November 15, 1996 to shareholders of record as of November 1, 1996.

On June 20, 1996, the Company's Board of Directors declared its regular quarterly dividend on the Company's Common Stock of \$0.33 per share which was payable on August 15, 1996 to shareholders of record as of August 1, 1996.

On March 7, 1996, the Company's Board of Directors declared its regular quarterly dividend on the Company's Common Stock of \$0.33 per share which was payable on May 15, 1996 to shareholders of record as of May 1, 1996.

On January 16, 1996, the Company's Board of Directors approved a 3.1% increase to the dividend rate on its common stock. The new regular dividend rate is \$0.33 per share and was payable February 15, 1996 to shareholders of record as of February 1, 1996.

Note 2. Common Stock:

During the third quarter of 1996, the Company sold 14,263 shares of Common Stock, at an average price of \$21.25 per share, in connection with its Dividend Reinvestment and Stock Purchase Plan and its 401(k) plans. Net proceeds of \$303,103 were used to reduce short-term borrowings.

Note 3. Preferred Stock:

Details on preferred stock at September 30, 1996, September 30, 1995 and December 31, 1995 are shown below:

	September 30, 1996	September 30, 1995	December 31, 1995
Preferred Stock:			
Non-Redeemable, Non-Cumulative, 6%, \$100 Par Value	\$225,000	\$225,000	\$225,000
Redeemable, Cumulative, \$100 Par Value:			
8.70% Series	215,000	215,000	215,000
5% Dividend Series	91,000	98,000	98,000
6% Dividend Series	168,000	168,000	168,000
8.75% Dividend Series	344,300	344,300	344,300
8.25% Dividend Series	406,000	406,000	406,000
5.125% Dividend Series	1,034,600	1,076,600	1,076,600
8% Dividend Series	1,407,000	1,466,000	1,466,000
	-----	-----	-----
Total Redeemable Preferred Stock	3,665,900	3,773,900	3,773,900
	-----	-----	-----
Total Preferred Stock	\$3,890,900	\$3,998,900	\$3,998,900

Note 4. Long-term Debt:

Details on long-term debt at September 30, 1996, September 30, 1995 and December 31, 1995 are shown below:

	September 30, 1996	September 30, 1995	December 31, 1995
Concord Electric Company:			
First Mortgage Bonds:			
Series C, 6 3/4%, due January 15, 1998	\$1,552,000	\$1,584,000	\$1,584,000
Series H, 9.43%, due September 1, 2003	5,850,000	6,500,000	6,500,000
Series I, 8.49%, due October 14, 2024	6,000,000	6,000,000	6,000,000
Exeter & Hampton Electric Company:			
First Mortgage Bonds:			
Series E, 6 3/4%, due January 15, 1998	504,000	511,000	511,000
Series H, 8.50%, due December 15, 2002	910,000	1,015,000	910,000
Series J, 9.43%, due September 1, 2003	4,500,000	5,000,000	5,000,000
Series K, 8.49%, due October 14, 2024	9,000,000	9,000,000	9,000,000
Fitchburg Gas and Electric Light Company:			
Promissory Notes:			
8.55% Notes due March 31, 2004	15,000,000	15,000,000	15,000,000
6.75% Notes due November 30, 2023	19,000,000	19,000,000	19,000,000
	-----	-----	-----
Total	62,316,000	63,610,000	63,505,000
Less: Installments due within one year	1,294,000	144,000	1,294,000
	-----	-----	-----
Total Long-term Debt	\$61,022,000	\$63,466,000	\$62,211,000

Note 5.

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the consolidated financial position as of September 30, 1996 and 1995; and results of operations for the three and nine months ended September 30, 1996 and 1995; and consolidated statements of cash flows for the nine months ended September 30, 1996 and 1995. Reclassifications of amounts are made periodically to previously issued financial statements to conform with the current year presentation.

The results of operations for the nine months ended September 30, 1996 and 1995 are not necessarily indicative of the results to be expected for the full year.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS
AND FINANCIAL CONDITION

EARNINGS

Consolidated earnings for the third quarter of 1996 were \$0.33 per average common share outstanding, compared to \$0.40 per share for the same three-month period in 1995. This decrease of \$0.07 per share primarily reflects increased expenses and taxes in support of the Company's operations and business development initiatives, an increase in electric production expenses and lower energy consulting income in the third quarter of 1996 compared to the same period in 1995. In addition, sales of electricity to residential and small commercial customers were dampened in the current quarter due to comparatively cool summer weather.

Total electric KWH sales were up 9.7% to 401,118,336 KWH, from 365,533,151 KWH in the same three month period a year earlier. More than two thirds of this increase in electric energy sales reflects the addition of a major new customer early this year under a special competitive market pricing arrangement. This major customer recently curtailed its operations and has notified the Company that it will be making alterations and improvements to its facility. As a result, the Company now anticipates that energy sales to this customer will be significantly reduced in the fourth quarter of 1996. The remaining increase in electric energy sales in the third quarter is due to higher overall energy usage by Unitil's largest commercial and industrial customers. Electric KWH sales to this customer group (excluding sales to the major customer mentioned above) increased 6.4% to 134,175,160 KWH, from 126,101,215 KWH in the same period a year earlier. In contrast, sales of electricity to Unitil's residential and small commercial customers declined 1.4% during the quarter to 227,014,524 KWH, from 230,239,903 KWH, reflecting the impact that the comparatively mild summer weather this year had on the demand for electricity for cooling purposes. Total gas firm therm sales, which comprise 11% of the system's total revenues on an annual basis, increased 2.8% during the third quarter of 1996 to 1,989,674 therms from 1,935,210 therms in the year earlier period.

Higher expenses during the third quarter reflect increases in utility operating costs, as the Company has begun operating in a more competitive retail energy marketplace. Higher property taxes and the absence of a nonrecurring income tax benefit realized by the Company in a prior period from a donation of land to an industrial economic development project also contributed to higher tax expenses in the current period.

Earnings for the nine month period have benefited from two significant factors: (1) higher utility gas and electric energy sales, and (2) a payment from the state of New Hampshire in an eminent domain taking of the Company's former corporate headquarters for a highway expansion project. Earnings for the same nine-month period have been negatively impacted by a one-time charge to earnings for costs the Company estimates it will incur under the New Hampshire Retail Pilot Program, increased operating expenses and taxes and reduced consulting income.

For the first nine months of 1996 total electric energy sales increased 10.6% to 1,171,404,174 KWH, from 1,058,740,558 KWH in the year earlier period. Approximately half of the increase in total electric sales through the first nine-months of 1996 reflects the addition of a major new customer early this year under a special competitive market pricing arrangement. As discussed above the Company anticipates that energy sales to this major customer will be significantly reduced in the fourth quarter of 1996. Sales of electricity to the company's largest industrial and commercial customers increased 8.4% to 387,241,613 KWH in the current nine-month period, from 357,121,800 KWH in the prior period. Residential KWH sales increased 3.2% to 397,111,328 KWH, compared to 384,866,512 KWH during the first nine months of 1995. KWH sales to commercial customers have increased a modest 0.2% in 1996, to 292,377,066 KWH from 291,781,417. Total gas firm therm sales, which benefited in the early part of the year from the colder weather, increased by 12.1% during the first nine months of 1996 to 18,285,883 therms from 16,315,507 therms in the year earlier period.

Millstone Unit No. 3

Unitil's Massachusetts operating subsidiary, Fitchburg Gas and Electric Light Company (FG&E), has a 0.217% ownership in the Millstone Unit No. 3 nuclear generating unit which supplies it with 2.49 MW of electric capacity. In January 1996 the Nuclear Regulatory Commission (NRC) placed Millstone No. 3 on its watch list as a Category 2 facility, which calls for increased NRC inspection attention. In March 1996 the NRC requested additional information about the operation of the unit from Northeast Utilities (NU), the unit's managing owner. As a result of an engineering evaluation completed by NU, Millstone Unit No. 3 was taken out of service on March 30, 1996. The NRC later informed NU, in a letter dated June 28, 1996, that it had reclassified

Millstone Station as a Category 3 facility. The NRC assigns this rating to plants which it deems to have significant weaknesses that warrant maintaining the plant in shutdown condition until the operator demonstrates that adequate programs have been established and implemented to ensure substantial improvement in the operation of the plant. The NRC's letter also informed NU that this designation would require the NRC staff to obtain NRC approval by vote prior to a restart of the unit.

The Company cannot predict when Millstone 3 will be allowed by the NRC to restart, but believes that the unit will remain shut down for a very protracted period. During the period that Millstone No. 3 is out of service, FG&E will continue to incur its proportionate share of the unit's ongoing Operations and Maintenance (O&M) costs, and may incur additional O&M costs and capital expenditures to meet NRC requirements. FG&E will also incur costs to replace the power that was expected to be generated by the unit. During the outage FG&E has been recovering approximately \$35,000 per month in replacement power costs through its fuel adjustment clause, which is subject to periodic review by the Massachusetts Department of Public Utilities (MDPU).

Competition and Restructuring

In both New Hampshire and Massachusetts, the pace of restructuring the electric utility industry to allow retail customers to choose their electricity supplier continues to quicken, as new legislation and regulations are targeting January 1, 1998 as universal "Choice Date" for all customers. Under these restructuring proposals customers would be allowed to choose their electricity supplier from the competitive market, with the local utility required to provide delivery of that energy over its transmission and distribution systems at regulated rates. Unitil has been preparing for this date by developing a transition plan that will move our utility subsidiaries into this new market structure in a way that will ensure fairness in the treatment of our assets and obligations that are dedicated to our current franchises and, at the same time, achieve customer choice for all. Simultaneously with this transition process for Unitil's regulated utilities, the Company is moving to position its non-utility subsidiary, Unitil Resources, to pursue growth areas beyond the Company's historical franchises in all energy-related sectors, including electricity, gas, oil and propane.

New Hampshire

In New Hampshire, the Retail Competition Pilot Program (Pilot Program) initiated by the New Hampshire Public Utilities Commission (NHPU) has been operating since June 1996. Beginning on May 1, 1996, all regulated electric utilities in the State, including Concord Electric Company (CECO) and Exeter & Hampton Electric Company (E&H), Unitil's New Hampshire based retail operating utilities, released lists of customers who had been selected as participants in the Pilot Program. The guidelines provide that up to 3% of each utility's retail customers will be allowed to select from among competing electric energy suppliers during the Pilot Program period, and have this supply delivered across the local utility system.

More than thirty competitive electric suppliers, including Unitil Resources, Inc., the Company's competitive market subsidiary, are currently authorized to market the sale of electricity to pilot program participants. Unitil Resources began marketing electricity to Pilot Program participants in late May, and actual sale by Unitil Resources and other suppliers began in June in some areas of the state.

Under the charge of New Hampshire House Bill 1392, state regulators have set an aggressive procedural schedule to restructure and open up the state to full retail competition by the end of next year. In October, 1996, the Company filed with state regulators its "Customer Choice" Plan a transition plan to a fully open retail energy supply market in New Hampshire. Under this proposal, all Unitil's New Hampshire customers will continue to enjoy Unitil's very competitive electric rates, among the lowest in New England, and will benefit from future market competition and power supply savings. Key elements of the Customer Choice proposal include: competitive retail prices for all Unitil customers, open and nondiscriminatory access for all Unitil customers to any qualified competing electric supplier; guaranteed reliable electric service for all Unitil customers; and consumer protection standards for all New Hampshire consumers. The Customer Choice Plan achieves these customer benefits and safeguards while providing for the recovery of Unitil's assets and obligations that are dedicated to serving customers in the Company's New Hampshire franchises.

Massachusetts

In May 1996 the Massachusetts Department of Public Utilities (MDPU) issued proposed rules and regulations to allow all customers of Massachusetts's investor owned utilities to choose their electricity supplier beginning in early 1998. In late October, the Massachusetts Attorney General proposed a formal plan in the context of a settlement agreement with the state's largest investor owned utility and several other parties that has the potential for

becoming the benchmark restructuring plan for the state. Under this plan, all customers would be allowed the option of choosing a new electricity supplier beginning January 1, 1998 and would be guaranteed a minimum of 10% savings on their electric bills. Utilities would fully recover stranded investments; low-income consumers would be protected; and the environment would be both protected and improved. The MDPU has established a procedural schedule under which it will issue a decision on the settlement agreement by January 10, 1987. The settlement agreement will also be subject to approval by the Federal Energy Regulatory Commission (FERC). In addition, the Company believes that the implementation of retail competition in Massachusetts will require changes in legislation by the Massachusetts legislature.

CAPITAL REQUIREMENTS

Capital expenditures for the nine months ended September 30, 1996 were approximately \$15,300,000. This compares to \$9,500,000 during the same period last year. Capital expenditures for the year 1996 are estimated to be approximately \$18,300,000 as compared to \$14,600,000 for 1995. This projection reflects capital expenditures of approximately \$13,900,000 million for normal utility system expansions, replacements and other improvements and capital expenditures of approximately \$4,400,000 related to the completion of construction of Unitil's new corporate headquarters.

PART I. EXHIBIT 11.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

COMPUTATION OF EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING (UNAUDITED)

PRIMARY EARNINGS PER SHARE	Three Months Ended September 30,		Nine Months Ended September 30,	
	1996	1995	1996	1995
Net Income	\$1,517,982	\$1,818,961	\$6,310,874	\$6,065,172
Less: Dividend Requirement on Preferred Stock	67,307	70,813	204,922	212,949
Net Income Applicable to Common Stock	\$1,450,675	\$1,748,148	\$6,105,952	\$5,852,223
Average Number of Common Shares Outstanding	4,361,641	4,307,733	4,346,768	4,291,100
Earnings Per Common Share	\$0.33	\$0.40	\$1.40	\$1.36

FULLY-DILUTED EARNINGS PER SHARE	Three Months Ended September 30,		Nine Months Ended September 30,	
	1996	1995	1996	1995
Net Income	\$1,517,982	\$1,818,961	\$6,310,874	\$6,065,172
Less: Dividend Requirement on Preferred Stock	67,307	70,813	204,922	212,949
Net Income Applicable to Common Stock	\$1,450,675	\$1,748,148	\$6,105,952	\$5,852,223
Average Number of Common Shares Outstanding	4,470,103	4,390,143	4,457,989	4,370,279
Earnings Per Common Share	\$0.32	\$0.39	\$1.37	\$1.34

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No.	Description of Exhibit	Reference
11	Computation in Support of Earnings Per Average Common Share	Filed herewith

(b) Reports on Form 8-K

During the quarter ended September 30, 1996, the Company did not file any reports on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Unitil Corporation
(Registrant)

Date: November 14, 1996

Gail A. Siart

Gail A. Siart, Treasurer
and Chief Financial Officer

(Gail A. Siart is the Principal
Financial Officer and has
been duly authorized to sign
on behalf of the registrant.)

UT

DEC-31-1996

JAN-1-1996

SEP-30-1996

9-MOS

PER-BOOK

140,444,828

42,448

25,579,950

57,667,410

0

223,734,636

1,505,667

30,135,450

65,330,456

33,689,339

3,665,900

225,000

61,022,000

11,600,000

0

0

1,294,000

0

3,221,226

1,165,117

76,210,937

223,734,636

127,173,029

3,311,296

113,739,959

117,051,255

10,121,774

634,546

10,756,320

4,445,446

6,310,874

204,922

6,105,952

4,243,650

3,824,801

10,285,424

1.40

1.37