

UNITIL CORP
Form 5
February 13, 2008

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Brock Laurence M

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UNITIL CORP [UTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

6 LIBERTY LANE WEST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Controller & C.A.O.

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HAMPTON, NH 03842

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------------------|--|--|---|
| Common stock, no par value | 08/15/2007 | Â | J ⁽¹⁾ | 13.986 | A | \$ 30.232 | 0 | D | Â |
| Common stock, no par value | 11/15/2007 | Â | J ⁽²⁾ | 16.486 | A | \$ 26.286 | 0 | D | Â |
| Common stock, no par value | 02/06/2008 | Â | A | 390 | A | \$ 0 ⁽³⁾ | 0 | D | Â |

| | | | | | | | | | |
|----------------------------|------------|---|------------------|----|---|----------|------------------------|---|---------------|
| Common stock, no par value | 02/11/2008 | Â | J ⁽⁴⁾ | 58 | A | \$ 28.49 | 1,529.599 | D | Â |
| Common stock, no par value | Â | Â | Â | Â | Â | Â | 718.526 ⁽⁵⁾ | I | Held in trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Brock Laurence M 6 LIBERTY LANE WEST HAMPTON, NH 03842 | Â | Â | Â | Controller & C.A.O. Â |

Signatures

/s/ Laurence M. Brock
02/13/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Acquisition pursuant to reinvestment of dividends.
- (2) Acquisition pursuant to reinvestment of dividends.

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- (3) 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 granted pursuant to the Unitil Corporation Restricted Stock Plan on February 9, 2007. Shares represent 25% of total grant and
- (4) vested on Monday, February 11, 2008. The terms of the Unitil Corporation Restricted Stock Plan specify valuation at the time of vesting. Vesting shares are unrestricted and fully transferable by owner.

- Shares are held in trust under the terms and conditions of the Unitil Corporation Tax Deffered Savings and Investment Plan ("TDSIP"). Under the TDSIP, Unitil Corporation common stock is held in a unitized fund that consists of 95% share "units" and 5% cash. The
- (5) number of share units held may fluctuate daily depending on the open market per share price of Unitil Corporation common stock. In 2007, share units held decreased from the 2006 year end total due to a higher stock price on 12/31/07. No sale of shares or reallocation occurred in 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.