

ADAMS WILLIAM DREA  
 Form 5  
 February 02, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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 \*  
 ADAMS WILLIAM DREA  
 (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)

UNITIL CORPORATION, 6  
 LIBERTY LANE WEST  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HAMPTON, NH 03842  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 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)	(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.	02/15/2011		J <sup>(1)</sup>	7.745	A	\$ 22.699	0	D	
Common stock, no par value.	05/16/2011		J <sup>(2)</sup>	7.27	A	\$ 24.548	0	D	
Common stock, no par value.	08/15/2011		J <sup>(3)</sup>	7.033	A	\$ 25.732	0	D	

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Common stock, no par value. 11/15/2011 Â J(4) 17.05 A \$ 26.964 1,349.654 D Â

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

**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 control number.**

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 S B O E F (I
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS WILLIAM DREA UNITIL CORPORATION 6 LIBERTY LANE WEST HAMPTON, NH 03842	Â X	Â	Â	Â

## Signatures

/s/ William Drea  
Adams 02/02/2012

\*\*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) Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.
- (2) Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.
- (3)

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Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.

- (4) Shares were purchased on my behalf by Unitil Corporation and transferred into my name in connection with the stock portion of my annual Retainer Fee received as a Director of the Company.

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.