

WHITNEY SANDRA L
 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
 Estimated average burden hours per response... 1.0

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 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 *
WHITNEY SANDRA L

 (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)
12/31/2011

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

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)	Amount	(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 ⁽¹⁾	4.015	A	\$ 22.699	0	D	^	
Common stock, no par value.	05/16/2011	^	J ⁽²⁾	3.769	A	\$ 24.548	0	D	^	
Common stock, no par value.	08/15/2011	^	J ⁽³⁾	3.646	A	\$ 25.732	0	D	^	

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Common stock, no par value.	11/15/2011	Â	J ⁽⁴⁾	3.526	A	\$ 26.964	279.097	D	Â
Common stock, no par value.	Â	Â	Â	Â	Â	Â	23.088 ⁽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 Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY SANDRA L 6 LIBERTY LANE WEST HAMPTON, NH 03842	Â	Â	Â	Corporate Secretary

Signatures

Sandra L. Whitney
Date: 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) Acquisition pursuant to reinvestment of dividends.
- (2) Acquisition pursuant to reinvestment of dividends.

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- (3) Acquisition pursuant to reinvestment of dividends.
- (4) Acquisition pursuant to reinvestment of dividends.

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 2011, share units held decreased from the 2010 year end total due to a higher stock price on 12/31/11. No sale of shares or reallocation occurred.

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.