

UNITIL CORP
Form 4
October 14, 2008

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOENBERGER ROBERT G

(Last) (First) (Middle)
6 LIBERTY LANE WEST
(Street)
HAMPTON, NH 03842
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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) | 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 or Price | | |
| Common stock, no par value | 05/29/2008 | | A | 7 | A \$ 27.677 0 | D | |
| Common stock, no par value | 10/10/2008 | | P | 100 | A \$ 22.96 0 | D | |
| Common stock, no par value | 10/10/2008 | | P | 100 | A \$ 23.34 0 | D | |
| Common stock, no par value | 10/10/2008 | | P | 100 | A \$ 23.14 0 | D | |

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|----------------------------|------------|--|-------------------------|---------|---|----------|------------|---|---------------------------|
| par value | | | | | | | | | |
| Common stock, no par value | 10/10/2008 | | P | 100 | A | \$ 23.35 | 0 | | D |
| Common stock, no par value | 10/10/2008 | | P | 100 | A | \$ 24.87 | 0 | | D |
| Common stock, no par value | 10/10/2008 | | P | 100 | A | \$ 24 | 0 | | D |
| Common stock, no par value | 10/10/2008 | | P | 300 | A | \$ 26.5 | 0 | | D |
| Common stock, no par value | 10/10/2008 | | P | 100 | A | \$ 24.88 | 36,911.826 | | D |
| Common stock, no par value | 10/07/2008 | | <u>J</u> ⁽¹⁾ | 526.186 | A | \$ 26.63 | 3,532.144 | I | Held in trust. <u>(2)</u> |

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.

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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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHOENBERGER ROBERT G 6 LIBERTY LANE WEST HAMPTON, NH 03842 | X | | Chairman and CEO | |

Signatures

/s/ Robert G.
Schoenberger

10/14/2008

__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) Shares were purchased between 1/1/08 and 10/7/08 at an average price of \$26.63 under the terms and conditions of the Unitil Corp. Tax Deferred Savings and Investment Plan.
- (2) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.