

TENNEY CHARLES H III
 Form 5
 February 09, 2009

FORM 5

OMB APPROVAL

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

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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 *
TENNEY CHARLES H III
 (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)
12/31/2008

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)	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)
				(A) or (D) Amount Price			
Common stock, no par value	12/04/2008	Â	<u>J(1)</u>	245 A \$ 22.44	4,624	D	Â
Common stock, no par value	06/30/2008	Â	<u>J(2)</u>	174.881 A \$ 27.55	0	I	Held in trust.
Common stock, no par value	12/22/2008	Â	<u>J(3)</u>	187.757 D \$ 19.75	0	I	Held in trust.
	12/31/2008	Â	<u>J(4)</u>	113.917 A	1,220.16	I	

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- (2) Shares were purchased between April 11 - June 30, 2008 at an average price of \$27.55 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- (3) Required 2008 distribution pursuant to the Unitil Corporation Tax Deferred Savings and Investment Plan.
- (4) Shares were purchased between July 1 - December 31, 2008 at an average price of \$25.14 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- (5) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- (6) This total includes: The Charles H. Tenney, III 1995 Trust 71,493.000, The Tenney Trust 7,377.833 and the Trust under the will of Charles H. Tenney 2,261.500.
- (7) 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 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.