

UNITIL CORP
Form 5
February 11, 2005

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 *
SCHOENBERGER ROBERT G

(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)

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

6 LIBERTY LANE WEST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/11/2005

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) | 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 or Price | | |
| Common Stock, no par value | 05/14/2004 | Â | <u>J(1)</u> | 103.089 A | \$ 26.96 | 0 D | Â |
| Common Stock, no par value | 08/13/2004 | Â | <u>J(2)</u> | 107.998 A | \$ 26.06 | 0 D | Â |
| Common Stock, no par value | 11/15/2004 | Â | <u>J(3)</u> | 101.984 A | \$ 27.96 | 16,997.547 D | Â |
| | 01/01/2004 | Â | <u>J(4)</u> | 7.878 D | | 2,922.781 I | |

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| | | |
|----------------------------|----------|------------------------------|
| Common Stock, no par value | \$ 26.93 | Held in Trust ⁽⁵⁾ |
|----------------------------|----------|------------------------------|

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Options | \$ 0 | ^ | ^ | ^ | ^ ^ | 03/01/1999 01/01/2011 | Common Stock | 60,000 |

Reporting Owners

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

Signatures

/s/ Robert G. Schoenberger 02/11/2005

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

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- Allocations to the Unitil Corporation Stock Fund of the Tax Deferred Savings and Investment Plan (TDSIP) were adjusted as a result of a
- (4) change in the Unitil Corporation TDSIP recordkeeper and trustee in July 2004 and the subsequent recordkeeping change to a unitized-based system that incorporates a cash position of 5% liquidity.
 - (5) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
 - (6) Options were granted under the terms and conditions of the Company's 1998 Stock Option Plan and previously reported on Form 3.

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.