

Brock Laurence M  
 Form 5  
 February 10, 2011

**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 \*  
**Brock Laurence M**  
  
 (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)  
**12/31/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Controller & C.A.O.**

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)	(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	02/16/2010	Â	J <sup>(1)</sup>	18.599	A	\$ 21.186	0	D	Â
Common stock, no par value	05/14/2010	Â	J <sup>(2)</sup>	22.831	A	\$ 21.921	0	D	Â
Common stock, no par value	08/16/2010	Â	J <sup>(3)</sup>	24.091	A	\$ 21.317	0	D	Â

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Common stock, no par value	11/15/2010	Â	J <sup>(4)</sup>	23.359	A	\$ 22.341	0	D	Â
Common stock, no par value	02/07/2011	Â	J <sup>(5)</sup>	73	A	\$ 22.31	0	D	Â
Common stock, no par value	02/07/2011	Â	J <sup>(6)</sup>	97	A	\$ 22.31	0	D	Â
Common stock, no par value	02/09/2011	Â	J <sup>(7)</sup>	57	A	\$ 22.78	0	D	Â
Common stock, no par value	02/09/2011	Â	A	840	A	\$ 0 <sup>(8)</sup>	2,361.014	D	Â

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brock Laurence M 6 LIBERTY LANE WEST HAMPTON, NH 03842	Â	Â	Â Controller & C.A.O.	Â

## Signatures

/s/ Laurence M.  
Brock

02/10/2011

\_\_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.
- (4) Acquisition pursuant to reinvestment of dividends.

(5) Shares granted pursuant to the Unital Corporation Restricted Stock Plan on February 5, 2010. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unital Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.

(6) Shares granted pursuant to the Unital Corporation Restricted Stock Plan on February 6, 2008. Shares represent 25% of total grant and vested on February 7, 2011. The terms of the Unital Corporation Restricted Stock Plan specify valuation at time of vesting. Vested shares are unrestricted and fully transferable by owner.

(7) Shares were granted pursuant to the Unital Corporation Restricted Stock Plan on February 9, 2007. Shares represent 25% of total grant and vested on February 9, 2011. The terms of the Unital Corporation Restricted Stock Plan specify valuation at the time of vesting. Vested shares are unrestricted and fully transferable by owner.

(8) Shares were granted pursuant to the Unital Corporation Restricted Stock Plan. Shares will vest 25% per year over four years from date of grant. Shares will be valued at current market price on date of vesting.

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.