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MIDDLESEX W Form 4 October 28, 2004										
FORM 4	1	ΓES SECURITI	ES AND	EXCHA	ANGI	E CO	MMISSION	OMB AF	PROVAL	
Check this bo if no longer	x	Number: Expires:	3235-0287 January 31, 2005							
subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFIC SECURITIES Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company						inge A t of 19	Act of 1934,	Estimated a burden hour response		
(Print or Type Respo	onses)									
TOMPKINS J RICHARD Symbol							. Relationship of Reporting Person(s) to ssuer			
(Last)	(First) (Middle)		3. Date of Earliest Transaction				(Check	k all applicable)		
23 HIDDEN PI	(Month/Day/Y 10/27/2004	10/27/2004					_X Director 10% Owner _X Officer (give title Other (specify below) below) Chairman of the Board			
COLTS NECK,	(Street)	4. If Amendme Filed(Month/Da		riginal		Aj _2	Individual or Join pplicable Line) K_Form filed by On _Form filed by Mo	ne Reporting Per	son	
	(State) (Zip)	Table I	New Desta	- 4 C			erson	an Dan eficial	- O	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	ties (A) or of (D) 4 and 5 (A) or	r) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	OwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)		
Common Stock (Restricted Stock)			Code V	Amount	(D)	Price	10,250	D		
Common Stock	10/27/2004		А	2,447	D	\$ 18	8,102	D		
Common Stock	10/28/2004		А	736	D	\$ 18	7,366	D		
Common Stock (Dividend Reinvestment)							10,273	D		
Common Stock (Jt. Ten w/Spouse)							800	D		

Common Stock
(Dividend
Reinvestment
w/Spouse)

2,422 D

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TOMPKINS J RICHARD 23 HIDDEN PINE DRIVE COLTS NECK, NJ 07722-1566	Х		Chairman of the Board				
Signatures							

/s/ Kenneth J. Quinn, Power of Attorney for J. Richard Tompkins

**Signature of Reporting Person

10/28/2004

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).

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.