

Brock Laurence M
 Form 5
 February 10, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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.

HAMPTON, NH 03842

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

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

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| | | | | | | | | | |
|----------------------------|------------|---|------------------|--------|---|---------------------|-----------|---|---|
| Common stock, no par value | 11/15/2010 | Â | J ⁽⁴⁾ | 23.359 | A | \$ 22.341 | 0 | D | Â |
| Common stock, no par value | 02/07/2011 | Â | J ⁽⁵⁾ | 73 | A | \$ 22.31 | 0 | D | Â |
| Common stock, no par value | 02/07/2011 | Â | J ⁽⁶⁾ | 97 | A | \$ 22.31 | 0 | D | Â |
| Common stock, no par value | 02/09/2011 | Â | J ⁽⁷⁾ | 57 | A | \$ 22.78 | 0 | D | Â |
| Common stock, no par value | 02/09/2011 | Â | A | 840 | A | \$ 0 ⁽⁸⁾ | 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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SEC 2270 (9-02)

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.