

OSHAUGHNESSY M BRIAN

Form 4/A

October 03, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OSHAUGHNESSY M BRIAN

(Last) (First) (Middle)

6 LIBERTY LANE WEST

(Street)

HAMPTON, NH 03842

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNITIL CORP [UTL]

3. Date of Earliest Transaction
(Month/Day/Year)

10/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

10/03/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock, no par value	02/15/2012		J(1)		81.429	A	\$ 27.027	0	D
Common stock, no par value	05/15/2012		J(2)		86.812	A	\$ 25.675	0	D
Common stock, no par value	08/15/2012		J(3)		83.639	A	\$ 27.007	12,725.024	D

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

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SEC 1474
(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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units	(4)	10/01/2012		A		1,094		(5)	(6)	Common Stock	1,094	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OSHAUGHNESSY M BRIAN 6 LIBERTY LANE WEST HAMPTON, NH 03842	X

Signatures

/s/ M. Brian
O'Shaughnessy 10/03/2012

__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) Each restricted stock unit is equivalent in value to one share of Unital Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unital Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

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- (5) Each restricted stock unit is equivalent in value to one share of Unital Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unital Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

- (6) Each restricted stock unit is equivalent in value to one share of Unital Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unital Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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