

BLACK TODD R  
Form 5  
January 28, 2013

**FORM 5**

**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).  
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

## OMB APPROVAL

OMB  
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response... 1.0

1. Name and Address of Reporting Person \*  
**BLACK TODD R**

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2012**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock, no<br>par value.     | 02/15/2012                              | Â                                                           | J <sup>(1)</sup>                        | 99.715 A \$<br>27.027                                                   | 0                                                                                                                  | D                                                                       | Â                                                                 |
| Common<br>stock, no<br>par value.     | 05/15/2012                              | Â                                                           | J <sup>(2)</sup>                        | 124.58 A \$<br>25.675                                                   | 0                                                                                                                  | D                                                                       | Â                                                                 |
| Common<br>stock, no<br>par value.     | 08/15/2012                              | Â                                                           | J <sup>(3)</sup>                        | 120.07 A \$<br>27.007                                                   | 0                                                                                                                  | D                                                                       | Â                                                                 |

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|                             |            |   |                  |         |   |           |           |   |                               |
|-----------------------------|------------|---|------------------|---------|---|-----------|-----------|---|-------------------------------|
| Common stock, no par value. | 11/15/2012 | Â | J <sup>(4)</sup> | 131.272 | A | \$ 25.009 | 10,148.22 | D | Â                             |
| Common stock, no par value  | 12/31/2012 | Â | J <sup>(5)</sup> | 231.35  | A | \$ 26.72  | 1,943.606 | I | Held in trust. <sup>(6)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative Securities (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title or Number of Shares                                     |                                            |                                        |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| BLACK TODD R<br>6 LIBERTY LANE WEST<br>HAMPTON,Â NHÂ 03842 | Â Â Â Vice President Â           |

## Signatures

/s/ Todd R.  
Black 01/28/2013

Signature of Date  
Reporting Person

## 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.

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- (3) Acquisition pursuant to reinvestment of dividends.
- (4) Acquisition pursuant to reinvestment of dividends.
- (5) Shares were purchased between January 1 - December 31, 2012 at an average price of \$26.72 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- (6) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

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.