

UNITIL CORP  
Form 4  
October 02, 2013

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GODFREY EDWARD F**

(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)  
**10/01/2013**

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

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 (Instr. 4)
Common stock, no par value				(A) or (D) Price	4,691	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)**

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted stock units	(1)	10/01/2013		A	1,530	(2) (3)	Common stock	1,530 \$ 2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODFREY EDWARD F 6 LIBERTY LANE WEST HAMPTON, NH 03842		X		

## Signatures

/s/ Edward F. Godfrey 10/02/2013

\*\*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) Each restricted stock unit is equivalent in value to one share of Unitil 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 Unitil 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.

(2) Each restricted stock unit is equivalent in value to one share of Unitil 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 Unitil 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.

(3) Each restricted stock unit is equivalent in value to one share of Unitil 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 Unitil 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. 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.