

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHOENBERGER ROBERT G</u>  (Last) (First) (Middle) <u>6 LIBERTY LANE WEST</u>  (Street) <u>HAMPTON NH 03842</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNITIL CORP [ UTL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2007</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, no par value	09/25/2007		S		3,000 <sup>(1)</sup>	D	\$28.8	0	D	
Common stock, no par value	09/25/2007		S		1,440	D	\$28.85	0	D	
Common stock, no par value	09/25/2007		S		1,960	D	\$28.88	0	D	
Common stock, no par value	09/25/2007		S		200	D	\$28.8801	0	D	
Common stock, no par value	09/25/2007		S		2,188	D	\$28.97	0	D	
Common stock, no par value	09/25/2007		S		812	D	\$28.9701	0	D	
Common stock, no par value	09/25/2007		S		1,500	D	\$29.02	30,404.826	D	
Common stock, no par value								3,251.705 <sup>(2)</sup>	I	Held in trust.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non Qualified Stock Option	\$10.7	09/25/2007		X		11,100		11/03/1998	11/03/2007	Common Stock	\$0	0	D	

**Explanation of Responses:**

- Unitil Corporation (the "Company") has advised Mr. Schoenberger of (i) his obligation to disgorge any and all profits realized from his sales of the Company's common stock within a period of less than six months of May 7, 2007, the date on which Mr. Schoenberger purchased 1,000 shares of the Company's common stock and (ii) the Company's intent to recover any and all such profits. Mr. Schoenberger is aware of this obligation and has agreed to promptly disgorge any and all such profits.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Options were granted and exercised under the terms and conditions of the Unitil Corporation Key Employee Stock Option Plan.

/s/ Robert G. Schoenberger 09/25/2007

\*\* Signature of Reporting Person Date

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

\* 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.

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 Number.