

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

FORM U-1/A

**AMENDMENT NO. 1
TO THE FORM U-1 FILED UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

UNITIL CORPORATION

**6 Liberty Lane West
Hampton, New Hampshire 03842-1720**

(Name and principal address of company filing this statement and top registered holding company parent)

**Mark H. Collin
Senior Vice President, Chief Financial Officer & Treasurer
UNITIL CORPORATION
6 Liberty Lane West
Hampton, New Hampshire 03842-1720**

(Name and address of agent for service)

EXPLANATORY NOTE:

Through this Amendment No. 1, the undersigned hereby requests withdrawal of the Form U-1 (File No. 70-10301) filed by the undersigned with the Securities and Exchange Commission on April 28, 2005 (the "Original Filing"). The Original Filing consists of a Rule 24 Certificate that was inadvertently filed as a Form U-1. Concurrently herewith, the Rule 24 Certificate, without any changes thereto, is being re-filed under the appropriate EDGAR tag (35-Cert).

