

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNITIL CORPORATION
(Exact name of registrant as specified in its charter)

New Hampshire (State or other jurisdiction of incorporation or organization)	02-0381573 (I.R.S. Employer Identification No.)
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6 Liberty Lane West, Hampton, New Hampshire 03842-1720
(Address of principal executive offices, including zip code)

UNITIL CORPORATION
1998 STOCK OPTION PLAN
(Full title of the plan)

Mark H. Collin
Senior Vice President,
Chief Financial Officer & Treasurer
Unitil Corporation
6 Liberty Lane West
Hampton, New Hampshire 03842-1720
(603) 772-0775

(Name, address, and telephone number, including area code, of agent for service)

Copies to:
David S. Balabon, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
260 Franklin Street
Boston, Massachusetts 02110
(617) 439-9500

DEREGISTRATION OF SHARES

Effective immediately upon the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration Statement No. 333-73327), the registrant hereby deregisters 177,500 shares of its common stock, no par value, previously registered for sale under the 1998 Stock Option Plan (the "Plan"). The deregistered shares represent shares remaining available for grant upon the termination of the Plan and shares subject to options granted under the Plan that expired, were canceled or terminated without having been exercised. In April 2003, the registrant's shareholders ratified and approved the Unitil Corporation 2003 Restricted Stock Plan (the "2003 Plan"), which had been approved by the registrant's board of directors in January 2003. The shares deregistered hereby are available for grant under the 2003 Plan. The registrant will register an equal number of shares under a Registration Statement on Form S-8 for the 2003 Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Hampton, the State of New Hampshire, on this 31st day of March, 2004.

UNITIL CORPORATION

/s/ Mark H. Collin

 Mark H. Collin
 Senior Vice President,
 Chief Financial Officer and
 Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date ----
/s/ Mark H. Collin ----- Mark H. Collin	Senior Vice President, Chief Financial Officer and Treasurer	March 31, 2004
* ----- Robert G. Schoenberger	Chairman of the Board, Chief Executive Officer and President	March 31, 2004
/s/ Laurence M. Brock ----- Laurence M. Brock	Vice President and Controller	March 31, 2004
* ----- David P. Brownell	Director	
* ----- Michael J. Dalton	Director	March 31, 2004
* ----- Albert H. Elfner, III	Director	March 31, 2004
* ----- Ross B. George	Director	March 31, 2004
* ----- Edward F. Godfrey	Director	
* ----- Michael B. Green	Director	
* ----- Eben S. Moulton	Director	
* ----- M. Brian O'Shaughnessy	Director	March 31, 2004
* -----	Director	March 31, 2004

Charles H. Tenney, III

Director

Dr. Sarah P. Voll

* By: /s/ Mark H. Collin

Mark H. Collin
Attorney-in-Fact