

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 | |
|----------------------------------------------|-----------|
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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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2007</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, no par value | 09/19/2007 | | s | | 300 | D | \$28.87 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 300 | D | \$28.89 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 600 | D | \$28.9 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 500 | D | \$28.92 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 500 | D | \$28.95 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 500 | D | \$28.98 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 500 | D | \$29 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 300 | D | \$29.02 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 700 | D | \$29.03 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 200 | D | \$29.04 | 0 | D | |
| Common stock, no par value | 09/19/2007 | | s | | 500 | D | \$29.05 | 30,404.826 | D | |
| Common stock, no par value | | | | | | | | 3,251.705 ⁽¹⁾ | 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 | | | | | | Title |
| Non-Qualified Stock Option | \$10.7 | 09/19/2007 | | X | | 4,900 | | 11/03/1998 | 11/03/2007 | Common Stock | 4,900 ⁽²⁾ | \$0 | 29,400 | D | |

Explanation of Responses:

- 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 09/20/2007

** 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.