

**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 |
| Estimated average burden hours per response: | 0.5       |

|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>MORRISSEY RAYMOND J</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>UNITIL CORP [ UTL ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <b>X</b> Other (specify below)<br><b>Vice President, Unitil Service</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/13/2004</b>     |  |  |  |  |  |
| (Street)<br><b>6 LIBERTY LANE WEST</b>                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |  |  |  |  |  |
| (City) <b>HAMPTON NH</b> (State) <b>03842</b> (Zip)                    |         |          |   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><b>X</b> Form filed by One Reporting Person<br>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      | 01/13/2004                           |  | I <sup>(1)</sup>               |   | 1,658.358   | D          | \$25.638               | 0   | I  | Held in trust <sup>(2)</sup>                          |
| Common Stock, no par value      | 01/01/2003                           |  | J <sup>(3)</sup>               |   | 282.09  | A          | \$26.34 <sup>(3)</sup> | 3,773.732   | I  | Held in trust <sup>(2)</sup>                          |
| Common Stock, no par value      | 11/14/2003                           |  | J <sup>(4)</sup>               |   | 30.316  | A          | \$25.34 <sup>(3)</sup> | 0   | D  |   |
| Common Stock, no par value      | 11/14/2003                           |  | J <sup>(4)(5)</sup>            |   | 6.806   | A          | \$25.34 <sup>(3)</sup> | 0   | D  |   |
| Common Stock, no par value      | 08/15/2003                           |  | J <sup>(4)</sup>               |   | 29.768  | A          | \$25.47 <sup>(3)</sup> | 0   | D  |   |
| Common Stock, no par value      | 05/15/2003                           |  | J <sup>(4)</sup>               |   | 30.687  | A          | \$24.36 <sup>(3)</sup> | 2,764.18  | D  |   |

**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 |   |  |  |   |  |
| Common Stock Options                       | (7)  |                                      |  |                                |   |  |     | (7)  | (7)             | See Footnote <sup>(7)</sup>   |  | 4,500 <sup>(6)</sup>   | D   |  |

**Explanation of Responses:**

- Shares were included in an intra-plan transfer under the terms and conditions of the Unitil Corporate Tax Deferred Savings and Investment Plan.
- Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Shares were purchased between January 1 - December 31, 2003 at a range of prices between \$23.05 and \$26.34 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
- Acquisition pursuant to reinvestment of dividends.
- Acquisition pursuant to reinvestment of dividends on shares of restricted stock granted pursuant to the Unitil Corporation Restricted Stock Plan.
- Options were granted under the terms and conditions of the Company's 1998 Stock Option Plan and previously reported on Form 3.
- No information is provided.

/s/ Raymond J. Morrissey      01/14/2004

\*\* 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.