

Form

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOENBERGER ROBERT G

(Last) (First) (Middle)

6 LIBERTY LANE WEST

(Street)

HAMPTON, NH 03842

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UNITIL CORP [UTL]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
Common stock, no par value	09/24/2007		S	1,964 (1)	D \$ 28.8 0	D	
Common stock, no par value	09/24/2007		S	1,036	D \$ 28.82 0	D	
Common stock, no par value	09/24/2007		S	1,600	D \$ 28.83 0	D	
Common stock, no	09/24/2007		S	1,000	D \$ 28.84 0	D	

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par value

Common stock, no par value	09/24/2007	S	4,850	D	\$ 28.85	0	D
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Common stock, no par value	09/24/2007	S	2,950	D	\$ 28.87	0	D
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Common stock, no par value	09/24/2007	S	1,000	D	\$ 28.89	0	D
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Common stock, no par value	09/24/2007	S	1,400	D	\$ 28.9	0	D
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Common stock, no par value	09/24/2007	S	200	D	\$ 28.91	30,404.826	D
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Common stock, no par value						3,251.705 ⁽²⁾	I	Held in trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 10.7	09/24/2007		X		16,000		11/03/1998	11/03/2007	Common Stock	16,000 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOENBERGER ROBERT G 6 LIBERTY LANE WEST HAMPTON, NH 03842	X		Chairman and CEO	

Signatures

/s/ Robert G.
Schoenberger

09/25/2007

__Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

(1) 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.

(2) Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

(3) Options were granted and exercised under the terms and conditions of the Unitil Corporation Key Employee Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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