

MIDDLESEX WATER CO  
Form 8-K  
May 23, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report: May 23, 2012

**MIDDLESEX WATER COMPANY**

(Exact name of registrant as specified in its charter)

NEW JERSEY                      0-422                      22-1114430  
(State or other jurisdiction of   (Commission (I.R.S. Employer  
incorporation or organization) File Number) Identification No.)

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1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830

(Address of principal executive offices, including zip code)

(732)-634-1500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item. 5.07. Submission of Matters to a Vote of Security Holders**

Middlesex Water Company held its Annual Meeting of Shareholders on Tuesday, May 22, 2012. The following directors were re-elected to the board: John C. Cutting, Retired, formerly Senior Engineer, Science Applications International Corporation, specialists in information, energy and military systems, Pittsburgh, PA and Dennis W. Doll, Chairman, President and CEO of Middlesex Water Company, since May 2010. Each of these directors will serve a term of office of three years. The certified results of the matters voted upon at the meeting, which are more fully described in our Company's April 12, 2012 proxy statement, are as follows:

**Description of Matters Submitted**

Proposal No. 1			
Election of Directors For		Withheld	Broker Non-Votes
John C. Cutting	8,361,030	363,270	5,116,749
Dennis W. Doll	8,370,055	354,245	5,116,749

**Proposal No. 2**

Ratification of the appointment by the Audit Committee of Parente Beard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

For	Withheld	Abstain
13,699,429	88,853	52,767

**Description of Matters Submitted**

**Proposal No. 3**

To approve a non-binding advisory resolution approving the compensation of the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
7,864,252	558,923	301,125	5,116,749

### **Item 8.01 Other Events**

On May 22, 2012, Middlesex Water Company held its 2012 Annual Meeting of Shareholders at its company headquarters in Iselin, New Jersey. Announcement of voting results at which shareholders elected a slate of two directors, ratified the Audit Committee's appointment of Parente Beard LLC as the independent registered public accounting firm for 2012 and approved, by a non-binding advisory vote, the compensation of the Company's named executive officers, is described above.

Management's presentation at the Annual Meeting of Shareholders is available in the Investor Relations section of the Company's website [www.middlesexwater.com](http://www.middlesexwater.com) under News & Market Data/Presentations and Interviews. The presentation is also filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

### **News Release**

On May 23, 2012, the Company issued a press release describing the voting results of shareholders at the annual meeting, the election of directors, the ratification by shareholders of the appointment of Parente Beard LLC as the Company's independent auditors for the year ending December 31, 2012. A copy of the Company's press release dated May 23, 2012 is filed herewith as Exhibit 99.2 and is hereby incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

- 99.1 Company officers' slide show presentation at the Annual Meeting of Shareholders May 22, 2012
- 99.2 Company press release dated May 23, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the undersigned hereunto duly authorized.

MIDDLESEX WATER COMPANY  
(Registrant)

s/Kenneth J. Quinn  
Kenneth J. Quinn  
Vice President, General Counsel,  
Secretary and Treasurer

Dated: May 23, 2012