

OSHAUGHNESSY M BRIAN
 Form 4/A
 October 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 OSHAUGHNESSY M BRIAN

(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)
 10/01/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
 10/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock, no par value	02/15/2012		J(1)		81.429 A \$ 27.027	0	D
Common stock, no par value	05/15/2012		J(2)		86.812 A \$ 25.675	0	D
Common stock, no par value	08/15/2012		J(3)		83.639 A \$ 27.007	12,725.024	D

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted stock units	(4)	10/01/2012		A	1,094	(5) (6)	Common Stock	1,094 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OSHAUGHNESSY M BRIAN 6 LIBERTY LANE WEST HAMPTON, NH 03842		X		

Signatures

/s/ M. Brian
O'Shaughnessy

10/03/2012

**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) Acquisition pursuant to reinvestment of dividends.
- (2) Acquisition pursuant to reinvestment of dividends.
- (3) Acquisition pursuant to reinvestment of dividends.

(4) Each restricted stock unit is equivalent in value to one share of Unifil Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unifil Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

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(5) Each restricted stock unit is equivalent in value to one share of Unital Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unital Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

(6) Each restricted stock unit is equivalent in value to one share of Unital Corporation's common stock, no par value ("Common Stock"), and represents the right to receive a combination of cash and Common Stock after separation from service on Unital Corporation's Board of Directors. Each restricted stock unit is fully vested upon grant and is payable 70% in Common Stock and 30% in cash, based upon the closing price of Common Stock on the day prior to settlement.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.