

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

**WHITNEY SANDRA L**

CIK: **1248881**

Type: **5** | Act: **34** | File No.: **001-08858** | Film No.: **13551661**

Mailing Address  
*6 LIBERTY LANE WEST  
HAMPTON NH 03842*

### ISSUER

**UNITIL CORP**

CIK: **755001** | IRS No.: **020381573** | State of Incorp.: **NH** | Fiscal Year End: **1231**  
SIC: **4931** Electric & other services combined

Mailing Address  
*6 LIBERTY LANE WEST  
HAMPTON NH 03842*

Business Address  
*6 LIBERTY LANE WEST  
HAMPTON NH 03842  
6037736504*

# FORM 5

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

Form 3 Holdings Reported

Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>WHITNEY SANDRA L</b>			2. Issuer Name and Ticker or Trading Symbol <b>UNITIL CORP [UTL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Corporate Secretary</b>	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>			
6 LIBERTY LANE WEST			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street) <b>HAMPTON, NH 03842</b>						
(City)	(State)	(Zip)				

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common stock, no par value.	02/15/2012		J <sup>(1)</sup>	3.563	A	\$27.027	0	D	
Common stock, no par value.	05/15/2012		J <sup>(2)</sup>	3.798	A	\$25.675	0	D	
Common stock, no par value.	08/15/2012		J <sup>(3)</sup>	3.659	A	\$27.007	0	D	
Common stock, no par value.	11/15/2012		J <sup>(4)</sup>	4.002	A	\$25.009	294.119	D	
Common stock, no par value.	12/31/2012		J <sup>(5)</sup>	1.283	A	\$26.72	24.371	I	Held in trust. <sup>(6)</sup>

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
					(A) (D)							

**Explanation of Responses:**

1. Acquisition pursuant to reinvestment of dividends.
2. Acquisition pursuant to reinvestment of dividends.
3. Acquisition pursuant to reinvestment of dividends.
4. Acquisition pursuant to reinvestment of dividends.
5. Shares were purchased between January 1 - December 31, 2012 at an average price of \$26.72 under the terms and conditions of the Unitil Corporation Tax Deferred Savings and Investment Plan.
6. Shares are held in trust under the terms of the Unitil Corporation Tax Deferred Savings and Investment Plan.

**Signatures**

/s/ Sandra L. Whitney

\*\* Signature of Reporting Person

01/28/2013

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.**