

BROWNELL DAVID P

Form 4

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 *
BROWNELL DAVID P

(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)

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)
Common stock, no par value			Code	V Amount (D) Price	4,176	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Pr Deriv Secur (Instr
				Code	V	(A)	(D)	
Restricted stock units	<u>(1)</u>	10/01/2012		A		1,094	<u>(2)</u> <u>(3)</u>	Common stock 1,094 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWNELL DAVID P 6 LIBERTY LANE WEST HAMPTON, NH 03842	X

Signatures

/s/ David P.
Brownell 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) 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.

(2) 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.

(3) 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.

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