

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Middlesex Water Company  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

596680-10-8  
(CUSIP Number)

Joseph A. Phillip, Jr., Esq.  
-----  
Duane, Morris & Heckscher, LLP  
-----  
1201 Market St., Ste. 1500,  
-----  
P.O. Box 195,  
-----  
Wilmington, DE 19899-0195  
-----  
Telephone: (302) 657-4982  
-----

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

December, 1996  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## 1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Verona Construction Company (22-1979456), Marvec Corporation (51-0331713),  
 Vincent R. Cestone, Michele J. Cestone, Vincent Cestone II, Ralph M.  
 Cestone II, Maria A. Cestone

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
Inapplicable

(a) -----  
 (b) -----

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

N/A

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Verona Construction Company, Marvec Corporation (Delaware), Vincent R.  
 Cestone, Michele J. Cestone, Vincent Cestone II, Ralph M. Cestone II,  
 Maria A. Cestone (U.S.A.)

	7	SOLVE VOTING POWER 329,800 (1)
NUMBER OF SHARES	8	SHARED VOTING POWER -0-
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER 329,800 (1)
EACH REPORTING PERSON	10	SHARED DISPOSITIVE POWER -0-
WITH		

## 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

329,800 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)

N/A

## 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.2%

## 14 TYPE OF REPORTING PERSON (See Instructions)

CO (Verona Construction Company, Marvec Corporation)  
 IN (all other reporting persons)

(1) See Item 5 of this Schedule 13D.

## SCHEDULE 13D

## Item 1. Security and Issuer.

This amended Schedule 13D relates to 329,800 shares of the common stock (the "Shares") of Middlesex Water Company, a New Jersey Corporation ("Middlesex"). The address of Middlesex's principal office is 1500 Ronson Road, Iselin, New Jersey 08830-0452.

## Item 2. Identity and Background.

The persons filing this amended Statement are as follows:

A. Verona Construction Company, a Delaware corporation ("VCC"), whose principal office and business is located at Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. The principal business of VCC is the holding of securities and other investments. 292,800 of the Shares are owned of record by PNC Bank, N.A. for the benefit of VCC. 37,000 of the Shares are owned of record by Morgan Guaranty Trust Company of New York for the Benefit of VCC.

B. Marvec Corporation, a Delaware corporation ("Marvec"), whose principal office and business is located at Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. The principal business of Marvec is the holding of securities and other investments. VCC is a wholly-owned subsidiary of Marvec.

C. Vincent R. Cestone, whose business address is Suite 1705, 1201 Market Street, Wilmington, DE 19801. Mr. Cestone is principally employed as a Vice President and director of each of VCC and Marvec at their respective principal offices identified above. Mr. Cestone is a citizen of the United States of America.

D. Michele J. Cestone, whose business address is Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. Mr. Cestone is principally employed as a director of each of VCC and Marvec at their respective principal offices identified above. Mr. Cestone is a citizen of the United States of America.

E. Vincent Cestone II, whose business address is Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. Mr. Cestone is principally employed as an Assistant Vice President and director of each of VCC and Marvec at their respective principal offices identified above. Mr. Cestone is a citizen of the United States of America.

F. Ralph M. Cestone II, whose principal business address is Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. Mr. Cestone is principally

employed as a director of each VCC and Marvec at their respective principal offices identified above. Mr. Cestone is a citizen of the United States of America.

G. Maria A. Cestone, whose principal business address is Suite 1705, 1201 Market Street, Wilmington, Delaware 19801. Ms. Cestone is principally employed as Treasurer and Secretary of each of VCC and Marvec at their respective principal offices identified above. Ms. Cestone is a citizen of the United States of America.

During the last five years, none of the persons identified above has been convicted in a criminal proceeding, or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which any of such persons was subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activities subject to federal or state securities laws or which found any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

VCC acquired 292,800 of the Shares by virtue of the merger of Marvec Investment Corporation, a Delaware corporation ("MIC") with and into VCC on October 6, 1994. The aggregate purchase price for these Shares previously owned by MIC, and now owned by VCC, was \$4,020,433.20, and was paid by MIC entirely from its working capital reserves. VCC purchased 37,000 of the Shares in open market transactions from October, 1995 through December, 1996. The aggregate purchase price for those purchased Shares was \$610,500.00, and was paid by VCC entirely from its working capital reserves.

Item 4. Purpose of Transaction.

VCC has acquired the Shares for investment purposes only. VCC has no plans or proposals with respect to the Company other than to hold the Shares for investment purposes.

Item 5. Interest in Securities of the Issuer.

As of March 5, 1998, VCC is the beneficial owner of 329,800 Shares, comprising approximately 8.2% of the Shares outstanding. VCC has sole power to vote and dispose of such Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, agreements, understandings or relationships (legal or otherwise) between any of the persons filing this statement and any other person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits.

No materials are required to be filed as Exhibits pursuant to this Item 7.

Item 8. Signature.

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this amended Statement is true, correct and complete.

March 5, 1998	/s/ Vincent R. Cestone
-----	-----
Date	Signature

Vincent R. Cestone, for himself and as Director and Vice President of each of Verona Construction Company and Marvec Corporation

-----

Name/Title

March 5, 1998	/s/ Vincent Cestone II
-----	-----
Date	Signature

Vincent Cestone II, for himself and as Director and Assistant Vice President of each of Verona Construction Company and Marvec Corporation

-----

Name/Title

March 5, 1998	/s/ Michele J. Cestone
-----	-----
Date	Signature

Michele J. Cestone, for himself and as Director of each of Verona Construction Company and Marvec Corporation

-----

Name/Title

March 5, 1998

/s/ Ralph M. Cestone II

-----  
Date

-----  
Signature

Ralph M. Cestone II, for himself and as Director of  
each of Verona Construction Company and Marvec  
Corporation

-----  
Name/Title

March 5, 1998

/s/ Maria A. Cestone

-----  
Date

-----  
Signature

Maria A. Cestone, for herself and as Treasurer and  
Secretary of each of Verona Construction Company and  
Marvec Corporation

-----  
Name/Title