

Dated: March 4, 2004.

Andrew L. Bates,

Advisory Committee Management Officer.

[FR Doc. 04-5338 Filed 3-9-04; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: 69 FR 10278, March 4, 2004.

STATUS: Closed Meeting.

PLACE: 450 Fifth Street, NW., Washington, DC.

DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING: Tuesday, March 9, 2004 at 2 p.m.

CHANGE IN THE MEETING: Deletion of Items.

The following items will not be considered during the Closed Meeting on March 9, 2004:

Settlement of an administrative proceeding; and
A litigation matter.

Commissioner Goldschmid, as duty officer, determined that no earlier notice thereof was possible.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact the Office of the Secretary at (202) 942-7070.

Dated: March 5, 2004.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 04-5507 Filed 3-8-04; 1:11 pm]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27807]

Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

March 4, 2004.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the

Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by March 29, 2004, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After March 29, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Unitil Corporation (70-10204)

Unitil Corporation ("Unitil"), a registered holding company under the Act, 6 Liberty Lane West, Hampton, New Hampshire 03842-1720, has filed an application-declaration ("Application") under sections 6(a) and 7 of the Act.

Unitil seeks authority to issue up to 177,500 shares of Unitil common stock, no par value ("Common Stock"), under the Unitil Corporation 2003 Restricted Stock Plan ("Plan").

The Plan was adopted by the Board of Directors of Unitil ("Board") in January 2003 and became effective after approval by Unitil's shareholders in April 2003. In accordance with the terms of the Plan, awards for shares of restricted stock may be granted under the Plan and are evidenced by an Award Agreement, entered into by the participant and Unitil, setting forth the terms and provisions applicable to the award. Persons eligible to participate in the Plan include all employees, directors and consultants of Unitil, its subsidiaries and its affiliates (collectively, "Unitil Companies"). Unitil entered into the initial set of award agreements under the Plan with employees of the Unitil Companies in May 2003 relating to 10,600 shares, the restrictions on which begin to lapse in May 2004 in accordance with the terms of the Plan as described in detail below.

The aggregate maximum number of shares of restricted stock available for awards to participants under the Plan (including these subject to the initial set of awards) is 177,500.¹ The maximum

¹ At the time that the Plan was adopted, Unitil also terminated its stock option plan previously

aggregate number of shares of restricted stock that may be awarded in any one calendar year to any one participant is 20,000. In the event of any change in capitalization of Unitil, the Board's Compensation Committee is authorized to make proportionate adjustments to prevent dilution or enlargement of rights, including, without limitation, an adjustment in the maximum number and kinds of shares available for awards and in the annual award limit.

The Plan is administered by the Compensation Committee. Except as limited by law or by the Articles of Incorporation or the Bylaws of Unitil, and subject to the provisions of the Plan, the Compensation Committee has full power to select the persons who participate in the Plan; determine the sizes of awards; determine the terms and conditions of awards in a manner consistent with the Plan; construe and interpret the Plan and any agreement or instrument entered into under the Plan as they apply to participants; establish, amend, or waive rules and regulations for the Plan's administration as they apply to participants; and, subject to the provisions of the Plan, amend the terms and conditions of any outstanding award to the extent the terms and conditions are within the discretion of the Compensation Committee as provided in the Plan.

The objectives of the Plan are to optimize the profitability and growth of Unitil through incentives that are consistent with Unitil's goals and that link the personal interests of Plan participants to those of Unitil's shareholders, to attract and retain employees and directors of outstanding ability, and to promote teamwork among participants. The Plan will remain in effect, subject to the right of the Board to amend or terminate the Plan at any time, until all shares subject to it are purchased or acquired according to the Plan's provisions.

Awards under the Plan will vary each year based on the achievement of annual performance objectives that directly correlate with the annual performance objectives as defined by the Unitil Management Incentive Plan ("Incentive Plan"). Whereas the Incentive Plan provides cash incentive payments that are tied directly to achievement of Unitil's strategic goals, the Plan provides for awards for restricted shares of Common Stock that are tied directly to achievement of Unitil's strategic goals. Annual

approved by the Commission (Holding Co. Act Release No. 26978 (Feb. 17, 1999)) under which 177,500 options and underlying shares of common stock remained authorized for issuance.