

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)

Middlesex Water Co.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

596680-108

-----  
(CUSIP Number)

-----

CUSIP No. 596680-108

Page 1 of 7 Pages

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons  
PNC Bank Corp. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]

3) SEC USE ONLY

4) Citizenship or Place of Organization Pennsylvania

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	292,800
	6) Shared Voting Power	1,000

	7) Sole Dispositive Power	7,512
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	8) Shared Dispositive Power	292,800
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9) Aggregate Amount Beneficially Owned by Each Reporting Person 301,312

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]

11) Percent of Class Represented by Amount in Row (9) 7.2

12) Type of Reporting Person (See Instructions) HC

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Middlesex Water Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

596680-108

(CUSIP Number)

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CUSIP No. 596680-108

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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons  
PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	292,800
	6) Shared Voting Power	1,000
	7) Sole Dispositive Power	7,512
	8) Shared Dispositive Power	292,800

9) Aggregate Amount Beneficially Owned by Each Reporting Person 301,312

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]

11) Percent of Class Represented by Amount in Row (9) 7.2

12) Type of Reporting Person (See Instructions) HC

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Middlesex Water Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

596680-108

(CUSIP Number)

-----

CUSIP No. 596680-108

Page 3 of 7 Pages

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above

persons  
PNC Bank, National Association 22-1146430\*

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	292,800
	6) Shared Voting Power	1,000
	7) Sole Dispositive Power	7,512
	8) Shared Dispositive Power	292,800
9) Aggregate Amount Beneficially Owned by Each Reporting Person		301,312
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		[ ]
11) Percent of Class Represented by Amount in Row (9)		7.2
12) Type of Reporting Person (See Instructions)		BK

\*formerly known as Midlantic Bank, National Association

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:

PNC Bank Corp., One PNC Plaza, 249 5th Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc., 222 Delaware Avenue, Wilmington, DE 19899

PNC Bank, National Association, One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 1996:

- (a) Amount Beneficially Owned: 301,312 shares
- (b) Percent of Class: 7.2
- (c) Number of shares to which such person has:
- |  |         |
|--|---------|
| (i) sole power to vote or to direct the vote                 | 292,800 |
| (ii) shared power to vote or to direct the vote              | 1,000   |
| (iii) sole power to dispose or to direct the disposition of  | 7,512   |
| (iv) shared power to dispose or to direct the disposition of | 292,800 |

ITEM 10 - CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 1997

-----  
Date

/s/ ROBERT L. HAUNSCHILD

-----  
Signature - PNC Bank Corp.

Robert L. Haunschild, Senior Vice President  
and Chief Financial Officer

-----  
Name/Title

February 14, 1997

-----  
Date

/s/ PAUL L. AUDET

-----  
Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

-----  
Name/Title

February 14, 1997

-----  
Date

/s/ THOMAS R. MOORE

-----  
Signature - PNC Bank, National Association

Thomas R. Moore, Vice President and  
Assistant Secretary

-----  
Name/Title

An Agreement to file a Joint Statement was previously filed  
with the Schedule 13G filed on February 12, 1996.