



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

DIVISION OF
CORPORATION FINANCE

February 7, 2011

Beth W. Cooper
Senior Vice President and Chief Financial Officer
Chesapeake Utilities Corporation
909 Silver Lake Boulevard
Dover, Delaware 19904

**Re: Chesapeake Utilities Corporation
Definitive Proxy Statement on Schedule 14A
Filed March 31, 2010
File No. 001-11590**

Dear Ms. Cooper:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

/s/ Catherine T. Brown for

H. Christopher Owings
Assistant Director

cc: Jeffrey E. Decker
Baker & Hostetler LLP
Via facsimile