

**EXHIBIT 11.**

**UNITIL CORPORATION AND SUBSIDIARY COMPANIES**

**COMPUTATION OF EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING**

(000's except for per share data)

(UNAUDITED)

<b>BASIC EARNINGS PER SHARE</b>	Three Months Ended June 30,		Six Months Ended June 30,	
	<b>2002</b>	2001	<b>2002</b>	2001
Net Income	<b>\$1,353</b>	\$1,452	<b>\$3,112</b>	\$3,458
Less: Dividend Requirement on Preferred Stock	<b>63</b>	64	<b>127</b>	131
Net Income Applicable to Common Stock	<b>\$1,290</b>	\$1,388	<b>\$2,985</b>	\$3,327
Average Number of Common Shares Outstanding	<b>4,743,696</b>	4,743,415	<b>4,743,696</b>	4,740,564
Basic Earnings Per Common Share	<b>\$0.27</b>	\$0.29	<b>\$0.63</b>	\$0.70

<b>DILUTED EARNINGS PER SHARE</b>	Three Months Ended June 30,		Six Months Ended June 30,	
	<b>2002</b>	2001	<b>2002</b>	2001
Net Income	<b>\$1,353</b>	\$1,452	<b>\$3,112</b>	\$3,458
Less: Dividend Requirement on Preferred Stock	<b>63</b>	64	<b>127</b>	131
Net Income Applicable to Common Stock	<b>\$1,290</b>	\$1,388	<b>\$2,985</b>	\$3,327
Average Number of Common Shares Outstanding	<b>4,743,696</b>	4,743,415	<b>4,743,696</b>	4,740,564
Dilutive Effect of Stock Options	<b>30,351</b>	18,691	<b>23,586</b>	18,399
Average Number of Dilutive Common Shares Outstanding	<b>4,774,047</b>	4,762,106	<b>4,767,282</b>	4,758,963
Diluted Earnings per Common Share	<b>\$0.27</b>	\$0.29	<b>\$0.63</b>	\$0.70