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January 8, 2009

Securities and Exchange Commission  
Judiciary Plaza  
450 - 5 Street NW  
Washington, DC 20549

**SUPPL**

**SEC**  
Mail Processing  
Section

JAN 16 2009

Washington, DC  
101

**Canadian Utilities Limited**  
**File No.: 82-34744**  
**Exemption Pursuant to Rule 12g3-2(b)**

Dear Sir or Madam:

Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, enclosed is a copy of the following:

- ◆ Corporation's Form 1, filed January 7, 2009 for symbol CU
- ◆ Corporation's Form 1, filed January 7, 2009 for symbol CU.X
- ◆ Corporation's Form 1, filed January 7, 2009 for symbol CU.PR.A
- ◆ Corporation's Form 1, filed January 7, 2009 for symbol CU.PR.B

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and of the first page of each bound document.

Please indicate your receipt of the enclosed by stamping the enclosed copy of this letter and returning it to the sender in the enclosed self-addressed, stamped envelope.

Regards,

Karen Sharp, Senior Administrative Assistant  
Corporate Secretarial Department  
ATCO Ltd. and Canadian Utilities Limited

Encl.

**PROCESSED**

JAN 29 2009

**THOMSON REUTERS**

FILE NO. 82-34744

## Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited  
 Symbol : CU  
 Reporting Period: 12/01/2008 - 12/31/2008

**Summary**

Issued & Outstanding Opening Balance : 83,468,894 As at : 12/01/2008

**Effect on Issued & Outstanding Securities**

Stock Option Plan 2,700  
 Other Issuances and Cancellations 54,100

Issued & Outstanding Closing Balance : 83,525,694

**Stock Option Plan**

Stock Options Outstanding Opening Balance: 1,238,250 As at : 12/01/2008

Effective Date	SAR	Options Granted	Options Exercised	Options Cancelled	SAR Reduction in Reserve
12/31/2008	N		2,700		
<b>Filer's comment</b>					
TSX Reserved = 4,208,250 TSX Available = 2,972,700					
Totals		0	2,700	0	0

Stock Options Outstanding Closing Balance: 1,235,550 As at : 12/31/2008

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
12/31/2008	Conversion (General)	54,100
Totals		54,100

**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 01/07/2009  
 Last Updated: 01/07/2009

FILE NO. 82-34744

## Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited  
 Symbol : CU.X  
 Reporting Period: 12/01/2008 - 12/31/2008

**Summary**

Issued & Outstanding Opening Balance : 42,041,226 As at : 12/01/2008

**Effect on Issued & Outstanding Securities**

Other Issuances and Cancellations -54,100

Issued & Outstanding Closing Balance : 41,987,126

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
12/31/2008	Conversion (General)	-54,100
Totals		-54,100

**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 01/07/2009  
 Last Updated: 01/07/2009

## Form 1 Submission - Change in Issued and Outstanding Securities

FILE NO. 82-34744

Issuer : Canadian Utilities Limited  
 Symbol : CU.PR.A  
 Reporting Period: 12/01/2008 - 12/31/2008

**Summary**

Issued & Outstanding Opening Balance : 6,000,000 As at : 12/01/2008

**Effect on Issued & Outstanding Securities**

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 6,000,000

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
Totals		0

**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 01/07/2009  
 Last Updated: 01/07/2009

## Form 1 Submission - Change in Issued and Outstanding Securities

FILE NO. 82-34744

Issuer : Canadian Utilities Limited  
 Symbol : CU.PR.B  
 Reporting Period: 12/01/2008 - 12/31/2008

**Summary**

Issued & Outstanding Opening Balance : 6,000,000 As at : 12/01/2008

**Effect on Issued & Outstanding Securities**

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 6,000,000

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
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Totals		0
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**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 01/07/2009  
 Last Updated: 01/07/2009

**END**