

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 9, 2005

**ARTESIAN RESOURCES CORPORATION**

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(Exact name of registrant as specified in its charter)

Delaware

000-18516

51-0002090

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer Identification No.)

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664 Churchmans Road, Newark, Delaware

19702

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 302-453-6900

Not Applicable

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**Item 4.01 Changes in Registrant’s Certifying Accountant.**

KPMG LLP (“KPMG”) was previously the principal accountants for Artesian Resources Corporation (the “Company”). On August 9, 2005 that firm resigned. The Audit Committee of the Board of Directors of the Company (the “Audit Committee”) accepted KPMG’s resignation on August 9, 2005.

KPMG’s audit reports on the Company’s consolidated financial statements for each of the past two fiscal years ended December 31, 2004 and December 31, 2003 did not contain any adverse opinions or disclaimers of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles. The audit report of KPMG LLP on management’s assessment of internal control over financial reporting and the effectiveness of internal control over financial reporting as of December 31, 2004 did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

During the two most recent fiscal years ended December 31, 2004 and December 31, 2003, and through August 9, 2005, there were no disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreement, if not resolved to KPMG’s satisfaction would have caused them to make reference to the subject matter of the disagreement in connection with the audit reports of the financial statements for such years. During the two most recent fiscal years ended December 31, 2004 and December 31, 2003, and through August 9, 2005, there were no reportable events as described under Item 304(a)(1)(v) of Regulation S-K.

We provided KPMG a copy of the foregoing disclosures and requested from them a letter indicating whether they agree with these disclosures. A copy of their letter dated August 15, 2005 is attached as Exhibit 16 hereto.

The Audit Committee has approved the engagement of a new independent registered public accounting firm as the Company’s principal accountants, and is waiting for the new auditors to complete their client acceptance procedures. The Company will file an additional Current Report on Form 8-K upon completion of the engagement process of the new auditors.

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

Exhibit Number

Exhibit Title

16 Letter of KPMG LLP regarding change in certifying accountant

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2005

ARTESIAN RESOURCES CORPORATION

By:     /s/ DIAN C. TAYLOR      
Dian C. Taylor  
President, Chief Executive Officer and Chair of the  
Board

Date: August 15, 2005

ARTESIAN RESOURCES CORPORATION

By:     /s/ DAVID B. SPACHT      
David B. Spacht  
Vice President, Chief Financial Officer and  
Treasurer

## INDEX TO EXHIBITS

**Exhibit  
Number**

**Exhibit Title**

16

Letter of KPMG LLP regarding change in certifying accountants.

August 15, 2005

Securities and Exchange Commission

Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Artesian Resources Corporation (Company) and, under date of March 30, 2005, we reported on the consolidated financial statements of the Company as of and for the years ended December 31, 2004 and 2003, and under date of May 2, 2005, we reported on management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004. On August 9, 2005 we resigned. We have read the Company's statements included under Item 4.01 of its Form 8-K dated August 15, 2005, and we agree with such statements, except that we are not in a position to agree or disagree with the Company's statement that the resignation was accepted by the audit committee of the Company, nor are we in a position to agree or disagree with the Company's statement that the audit committee of the Company has approved the engagement of a new independent registered public accounting firm.

Very truly yours,

/s/ KPMG LLP

KPMG LLP