

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

FLORIDA PUBLIC UTILITIES COMPANY
(Name of Issuer)

COMMON STOCK \$1.50 PAR VALUE
(Title of Class of Securities)

341135101
(CUSIP Number)

JOHN R. SCHIMKAITIS, PO BOX 615, DOVER, DE 19903-0615 (302)734-6757
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

AUGUST 31, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

SCHEDULE 13D

CUSIP No. 341135101

1. Name of reporting person: Chesapeake Utilities Corporation
IRS No.: 51-0064146
2. (a) Not applicable
(b) Not member of a group.
3. SEC USE ONLY
4. Source of funds: WC
5. No disclosure of legal proceedings is required pursuant to either Items 2(d) or 2(e) of Schedule 13D.
6. Place of Organization: Delaware
7. Sole Voting Power: 218,464

8. Shared Voting Power: zero
9. Sole Dispositive Power: 218,464
10. Shared Dispositive Power: zero
11. Aggregate amount beneficially owned by each reporting person: 218,464
12. Aggregate amount in row 11 does not exclude certain shares.
13. Percent of class represented by amount in row 11: 7.3%
14. Type of reporting person: CO

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INTRODUCTION

This Amendment No. 4 to Schedule 13D amends the Amendment No. 3 to Schedule 13D filed on February 3, 1995 by Chesapeake Utilities Corporation, relating to the beneficial ownership of shares of common stock, par value \$1.50 per share ("Common Stock"), of Florida Public Utilities Company ("FPU").

ITEM 2. IDENTITY AND BACKGROUND

The name, principal occupation and business address of each executive officer and director of Chesapeake, are set forth in Exhibit A, which is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The source of funds (\$168,232.03) for Chesapeake's purchases of FPU Common Stock during the period January 31, 1995 through August 31, 1998 was working capital.

ITEM 4. PURPOSE OF TRANSACTION

Chesapeake has agreed to sell the 218,464 shares of FPU Common Stock it currently owns, pursuant to a Letter Agreement dated August 31, 1998, which is attached hereto as Exhibit B and incorporated herein by reference. Consummation of the sale is contingent upon the purchaser obtaining acceptable approval from the Securities and Exchange Commission and authorization from the purchaser's Board of Directors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Chesapeake beneficially owns 218,464 shares of FPU Common Stock or 7.29% of such shares outstanding, based upon 2,996,913 shares of FPU Common Stock outstanding on July 31, 1998, as stated in FPU's Form 10-Q for the quarterly period ended June 30, 1998. Chesapeake has sole power to vote and dispose of these shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The response to Item 4 is incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit B: Letter Agreement dated August 31, 1998

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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.

CHESAPEAKE UTILITIES CORPORATION

By: /s/ JOHN R. SCHIMKAITIS

John R. Schimkaitis
President and Chief Operating Officer

Dated: September 1, 1998

Name, present principal occupation and address of employment of the executive officers, directors and controlling persons of Investor.

Name	Citizenship	Present Position with Investor	Present Principal Occupation and Address of Employment
Ralph J. Adkins	U.S.A.	Chairman of the Board & CEO	Chairman of the Board & CEO Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
Philip S. Barefoot	U.S.A.	Vice President	Vice President Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
Richard Bernstein	U.S.A.	Director	President & CEO BAI Aerosystems, Inc. 9040 Glebe Park Drive P.O. Box 1600 Easton, MD 21601
William C. Boyles	U.S.A.	Vice President & Secretary	Vice President & Secretary Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
Walter J. Coleman	U.S.A.	Director	Retired 495 N. Lake Lulu Drive Winter Haven, FL 33880
John W. Jardine, Jr.	U.S.A.	Director	Retired 1963 Mitten Street Dover, DE 19901
Michael P. McMasters	U.S.A.	Vice President, Treasurer & CFO	Vice President, Treasurer & CFO Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
Rudolph M. Peins, Jr.	U.S.A.	Director	Retired 1756 Jose Gaspar Drive Boca Grande, FL 33921-0728
Robert F. Rider	U.S.A.	Director	Chairman of the Board & CEO O.A. Newton & Son Route 13 Bridgeville, DE 19933
John R. Schimkaitis	U.S.A.	President, COO & Director	President, COO & Director Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
Jeremiah P. Shea	U.S.A.	Director	Retired 2223 Old Orchard Road Wilmington, DE 19810
Stephen C. Thompson	U.S.A.	Vice President	Vice President Chesapeake Utilities Corporation P.O. Box 615 Dover, DE 19903-0615
William G. Warden, III	U.S.A.	Director	Director & Vice President Superior Group, Inc. 3 Radnor Corporate Center Suite 400 Radnor, PA 19087-8760

August 31, 1998

Chesapeake Utilities Corporation
909 Silver Lake Boulevard
Dover, Delaware 19904
Attention: John R. Schimkaitis
President and COO

Dear Mr. Schimkaitis:

The Southern Company (the "Buyer") hereby offers, on the terms and subject to the conditions set forth in this letter, to purchase from Chesapeake Utilities Corporation (the "Seller") 218,464 shares of the common stock, par value \$1.50 per share (the "Shares"), of Florida Public Utilities Company, a Florida corporation (the "Company"), at a price of \$16.50 per Share.

The obligation of the Buyer hereunder to purchase and pay for the Shares is subject to its receipt of the approval on acceptable terms of the Securities and Exchange Commission (the "SEC") under the Public Utility Holding Company Act of 1935, as amended (the "Holding Company Act"), and authorization by its board of directors.

The closing of the purchase of the Shares shall take place as soon as practicable after satisfaction of the conditions set forth above, upon not less than two business days' notice from the Buyer to the Seller. At the closing, the Seller will deliver a certificate or certificates for the Shares free and clear of any lien, charge or other interest or encumbrance of any nature, and the Buyer will pay the purchase price for the Shares by wire transfer of immediately available funds.

The Buyer and the Seller each agree, for itself and its directors, officers, employees, affiliates, representatives and agents, not to disclose the existence of this letter or any terms, conditions or other facts with respect to the subject matter hereof, except as may be required by law (including, in the case of the Buyer, to obtain the approval of the SEC under the Holding Company Act) or with the written consent of the other party.

Chesapeake Utilities Corporation
August 31, 1998
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If you agree with the foregoing and wish to accept the offer set forth above, please sign both copies of this letter, retaining one copy for your files and returning one copy to the undersigned. If the offer set forth herein is not so accepted by 5:00 P.M. EDT on August 31, 1998, it will expire and be of no further force or effect.

Yours very truly,

SOUTHERN COMPANY

By: /s/ W. L. Westbrook

Title: Financial VP

Accepted and agreed to:

CHESAPEAKE UTILITIES CORPORATION

By: /s/ John R. Schimkaitis
