

DOWNES LAURENCE M

Form 4

February 09, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOWNES LAURENCE M

2. Issuer Name **and** Ticker or Trading
Symbol
NEW JERSEY RESOURCES CORP
[NJR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chairman, President and CEO

C/O NEW JERSEY RESOURCES
CORPORATION, 1415 WYCKOFF
ROAD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

WALL, NJ 07719

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/07/2005 | | M | | 16,800 | A | \$ 18.5 0 | | D | |
| Common Stock | 02/07/2005 | | S | | 100 | D | \$ 43.33 | 0 | D | |
| Common Stock | 02/07/2005 | | S | | 300 | D | \$ 43.34 | 0 | D | |
| Common Stock | 02/07/2005 | | S | | 100 | D | \$ 43.36 | 0 | D | |
| | 02/07/2005 | | S | | 100 | D | | 0 | D | |

Edgar Filing: DOWNES LAURENCE M - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------|---|
| Common Stock | | | | | \$ 43.37 | | |
| Common Stock | 02/07/2005 | S | 200 | D | \$ 43.38 | 0 | D |
| Common Stock | 02/07/2005 | S | 200 | D | \$ 43.39 | 0 | D |
| Common Stock | 02/07/2005 | S | 4,100 | D | \$ 43.4 | 0 | D |
| Common Stock | 02/07/2005 | S | 400 | D | \$ 43.41 | 0 | D |
| Common Stock | 02/07/2005 | S | 300 | D | \$ 43.42 | 0 | D |
| Common Stock | 02/07/2005 | S | 300 | D | \$ 43.43 | 0 | D |
| Common Stock | 02/07/2005 | S | 100 | D | \$ 43.44 | 0 | D |
| Common Stock | 02/07/2005 | S | 900 | D | \$ 43.45 | 0 | D |
| Common Stock | 02/07/2005 | S | 100 | D | \$ 43.46 | 0 | D |
| Common Stock | 02/07/2005 | S | 900 | D | \$ 43.47 | 0 | D |
| Common Stock | 02/07/2005 | S | 2,900 | D | \$ 43.48 | 0 | D |
| Common Stock | 02/07/2005 | S | 4,500 | D | \$ 43.49 | 0 | D |
| Common Stock | 02/07/2005 | S | 1,300 | D | \$ 43.5 | 0 ⁽¹⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

Edgar Filing: DOWNES LAURENCE M - Form 4

and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|------|---|-----|-----|------------------|-----------------|-------|
|------|---|-----|-----|------------------|-----------------|-------|

| | | | | | | | |
|--------------------------------|------------------------|------------|---|--------------------------|---------------------------|------------|-----------------|
| Stock Option (Right-to-Buy) | \$ 18.5 ⁽²⁾ | 02/07/2005 | M | 16,800 ⁽³⁾ | 11/29/1996 ⁽⁴⁾ | 11/29/2005 | Common Stock |
|--------------------------------|------------------------|------------|---|--------------------------|---------------------------|------------|-----------------|

Reporting Owners

Reporting Owner Name / Address

Relationships

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
|----------|-----------|---------|-------|

DOWNES LAURENCE M
C/O NEW JERSEY RESOURCES CORPORATION
1415 WYCKOFF ROAD
WALL, NJ 07719

Chairman, President and CEO

Signatures

Oleta J. Harden - Attorney-In-Fact (POA
on file)

02/09/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is form 1 of 2 - number of entries exceeds lines allowed on form. Please see continuation of Form 4 on form 2 of 2.
- (2) Price reflects change due to 3 for 2 stock split as of 3/1/02.
- (3) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
- (4) Options are exercisable 25% each year beginnng on the first anniversary date of the grant, which is listed here.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.