

DOWNES LAURENCE M

Form 4

November 15, 2012

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

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(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)
11/13/2012

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & 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)
☒ 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	11/13/2012		M		7,026.142	A	140,509.485
Common Stock	11/13/2012		F		3,256	D	\$ 40.62
Common Stock	11/13/2012		M		7,148.691	A	144,402.176
Common Stock	11/13/2012		F		3,313	D	\$ 40.62

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

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(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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(1)	11/13/2012		M		9,300		(1)	(1)	Common Stock	9,300
Performance Shares	(2)	11/13/2012		M		9,300		(2)	(2)	Common Stock	9,300

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	X Chairman, President & CEO

Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on File)

11/15/2012

**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) Represents number of Performance Shares, which vested at 68.8% of the target amount (plus accrued dividends), after a 36-month period beginning on October 1, 2009, upon certification by the Leadership Development and Compensation Committee (LDCC) of New Jersey Resources Corporation's (NJR) performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJR common stock. There is no purchase or sale price upon vesting of the Performance Shares.

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- Represents number of Performance Shares, which vested at 70% of the target amount (plus accrued dividends), after a 36-month period
- (2) beginning on October 1, 2009, upon certification by the LDCC of NJR performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJR common stock. There is no purchase or sale price upon vesting of the Performance Shares.
 - (3) Total includes shares held outright, shares held in the NJR ESOP Plan that are accounted for on a unitized basis and reflects calculated value, and shares purchased through the NJR Dividend Reinvestment Plan (DRP).
 - (4) Total includes an accrual of 1,266.433 shares of NJR Common Stock through the NJR DRP.

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

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