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NEW JERSEY RESOURCES CORP

Form 4

October 03, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol NEW JERSEY RESOURCES CORP [NJR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) (JERSEY RESOU TION, 1415 WY		3. Date of Earliest Transaction (Month/Day/Year) 10/03/2008					Director 10% Owner _X Officer (give title Other (specify below) Exec V.P. & COO, Subsidiary			
	(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				
WALL, NJ 07719 — Form filed by More than One Reporting Person										porung	
(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)	ned n Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)			
Common Stock	10/01/2008			A	1,687.5	A	\$ 0 (1)	34,820.771 (2)	D		
Common Stock	10/01/2008			F	746 <u>(3)</u>	D	\$ 36.27 (4)	34,074.771 (2)	D		
Common Stock								31.276 <u>(5)</u>	I	Cust. for Rel.	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Derivativ	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,	(Instr. 3,				
					4, and 5)					
									A	
						Date Exercisable	Expiration Date		Amount	
									or	
									Number	
					N. (A) (D)				of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

SHIELDS JOSEPH P C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719

Exec V.P. & COO, Subsidiary

Signatures

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

10/03/2008

**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).

Performance Units previously reported on Form 4 that were issued pursuant to the Company's Long Term Plan vested over a 30 month period if certain performance goals were met, beginning in May 2005, with 50% that was paid on October 1, 2007, and 50% payable on

- (1) October 1, 2008, if still employed by Company. Performance Units convert 1 for 1 into shares of Company common stock. There is no purchase or sales price upon vesting of the Performance Units. Includes accrued dividends. Share amounts reflect an increase due to the 3-for-2 stock split as of 3/3/08
 - Includes actual number of shares that vested, including shares held outright, shares held in New Jersey Resources Corporation (NJR)
- (2) deferral plan and shares held in NJR ESOP that are accounted for on a unitized basis that reflects a calculated value. Each include reinvested dividends through the Dividend Reinvestment Plan (DRP).
- (3) Represents shares of common stock withheld by the Company to satisfy tax withholding obligation.

Reporting Owners 2

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- (4) Represents the last reported sales price of the Company's common stock on the New York Stock Exchange on October 1, 2008.
- (5) Share amount reflects an increase due to the 3-for-2 stock split as of 3/3/08 and includes reinvested dividends through NJR Dividend Reinvestment Plan.

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.