

NEW JERSEY RESOURCES CORP

Form 4

May 15, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Massaro Thomas

(Last) (First) (Middle)

NEW JERSEY RESOURCES
CORPORATION, 1415 WYCKOFF
ROAD

(Street)

WALL, NJ 07719

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

NEW JERSEY RESOURCES CORP
[NJR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
V.P. of Subsidiary

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

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 | 05/14/2008 | | M | | 2,812 | A \$ 28.48 (1) | 9,616.456 | D | |
| Common Stock | 05/14/2008 | | S | | 100 | D \$ 33.62 | 9,516.456 | D | |
| Common Stock | 05/14/2008 | | S | | 100 | D \$ 33.61 | 9,416.456 | D | |
| Common Stock | 05/14/2008 | | S | | 200 | D \$ 33.65 | 9,216.456 | D | |
| | 05/14/2008 | | S | | 300 | D \$ 33.6 | 8,916.456 | D | |

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| | | | | | | | |
|-----------------|------------|---|-------|---|----------------------|---------------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/14/2006 | S | 462 | D | \$ 33.58 | 8,454.456 | D |
| Common Stock | 05/14/2008 | S | 800 | D | \$ 33.64 | 7,654.456 | D |
| Common Stock | 05/14/2008 | S | 850 | D | \$ 33.66 | 6,804.456 | D |
| Common Stock | 05/14/2008 | M | 6,750 | A | \$ 30.3667 (1) | 13,554.456 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 33.55 | 13,454.456 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 33.54 | 13,354.456 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 33.51 | 13,254.456 | D |
| Common Stock | 05/14/2008 | S | 200 | D | \$ 33.45 | 13,054.456 | D |
| Common Stock | 05/14/2008 | S | 250 | D | \$ 33.58 | 12,804.456 | D |
| Common Stock | 05/14/2008 | S | 400 | D | \$ 33.43 | 12,404.456 | D |
| Common Stock | 05/14/2008 | S | 400 | D | \$ 33.4 | 12,004.456 | D |
| Common Stock | 05/14/2008 | S | 500 | D | \$ 33.42 | 11,504.456 | D |
| Common Stock | 05/14/2008 | S | 600 | D | \$ 33.39 | 10,904.456 | D |
| Common Stock | 05/14/2008 | S | 800 | D | \$ 33.57 | 10,104.456 | D |
| Common Stock | 05/14/2008 | S | 900 | D | \$ 33.5 | 9,204.456 | D |
| Common Stock | 05/14/2008 | S | 2,400 | D | \$ 33.56 | 6,804.456 (2) | D |

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 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 Underlying Se (Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Option (Right-To-Buy) | \$ 28.48 (1) | 05/14/2008 | | M | 2,812 | 11/17/2005 ⁽³⁾ 11/16/2014 | Common Stock |
| Option (Right-To-Buy) | \$ 30.667 (1) | 05/14/2008 | | M | 6,750 | 05/17/2006 ⁽⁴⁾ 05/16/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Massaro Thomas NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719 | | | V.P. of Subsidiary | |

Signatures

Rhonda M. Figueroa - Attorney-In-Fact (POA
on File) 05/15/2008

**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).

(1) Price reflects change due to 3 for 2 stock split as of March 3, 2008.

(2) Total reflects change due to 3 for 2 stock split as of March 3, 2008 and includes shares held in the New Jersey Resources Corporation ESOP Plan that are accounted for on a unitized basis that reflects a calculated value.

(3) Options exercisable 25% each year beginning the first anniversary date of the grant, which was November 17, 2005.

(4) Options exercisable 25% each year beginning the first anniversary date of the grant, which was May 17, 2006.

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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