DOWNES LAURENCE M

Form 4

November 15, 2012

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

OMB APPROVAL

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obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Time of Type	(Responses)										
1. Name and DOWNES	2. Issuer Name and Ticker or Trading Symbol NEW JERSEY RESOURCES CORP [NJR]				Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O NEW CORPORA ROAD	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2012				_	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO					
				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			
							Po	erson			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Se	curitie	es Acquii	red, Disposed of, o	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities a por Disposed of (Instr. 3, 4 an	of (D)	red (A)	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)	
Common Stock	11/13/2012			M	7,026.142	A	(<u>1</u>)	140,509.485	D		
Common Stock	11/13/2012			F	3,256	D	\$ 40.62	137,253.485	D		
Common Stock	11/13/2012			M	7,148.691	A	(2)	144,402.176	D		
Common Stock	11/13/2012			F	3,313	D	\$ 40.62	141,089.176 (3) (4)	D		

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

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SEC 1474 (9-02)

D

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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(1)	11/13/2012		M	9,300	<u>(1)</u>	<u>(1)</u>	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			
0 ! !						

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).

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.

Reporting Owners 2

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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. 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.