

NEW JERSEY RESOURCES CORP

Form 4

November 02, 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

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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O 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)  
**10/31/2005**

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)  
**Chairman & CEO**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                                |
| Common<br>Stock                       | 10/31/2005                              |                                                             | G                                    |                                                                         | 250 <sup>(1)</sup>                                                                                                 | \$ 0                                                                    | 0 D                                                                            |
| Common<br>Stock                       | 10/31/2005                              |                                                             | M                                    |                                                                         | 35,000 A                                                                                                           | \$ 24.625                                                               | 0 D                                                                            |
| Common<br>Stock                       | 10/31/2005                              |                                                             | S                                    |                                                                         | 35,000 D                                                                                                           | \$ 43.074                                                               | 0 D                                                                            |
| Common<br>Stock                       | 11/01/2005                              |                                                             | M                                    |                                                                         | 20,000 A                                                                                                           | \$ 24.625                                                               | 0 D                                                                            |
|                                       | 11/01/2005                              |                                                             | S                                    |                                                                         | 20,000 D                                                                                                           |                                                                         | 54,476.4 <sup>(2)</sup> D                                                      |

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|                 |                            |                   |
|-----------------|----------------------------|-------------------|
| Common<br>Stock | \$<br>42.321               |                   |
| Common<br>Stock | 2,909.148 <sup>(3)</sup> I | Cust. for<br>Rel. |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                               |
| Stock Options<br>(Right-to-Buy)                     | \$ 24.625<br>(4)                                                      | 10/31/2005                              |                                                             | M                                       | 35,000<br>(5)                                                                                                | 01/26/2000 <sup>(6)</sup> 01/26/2009                           | Common<br>Stock                                     |
| Stock Options                                       | \$ 24.625<br>(4)                                                      | 11/01/2005                              |                                                             | M                                       | 20,000<br>(5)                                                                                                | 01/26/2000 <sup>(6)</sup> 01/26/2009                           | Common<br>Stock                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| DOWNES LAURENCE M<br>C/O NEW JERSEY RESOURCES CORPORATION<br>1415 WYCKOFF ROAD<br>WALL, NJ 07719 | Chairman<br>& CEO                |

## Signatures

Oleta J. Harden - Attorney-In-Fact (POA  
on file) 11/02/2005

                    \*\*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) Gift to charitable institution.

(2) Total includes shares held outright; shares held in company ESOP Plan that are accounted for on a unitized basis and reflects calculated value, and shares in compensation deferral plan which includes reinvested dividends.

(3) Total includes reinvested dividends through DRP.

(4) Price reflects change due to 3 for 2 stock split as of 3/1/02.

(5) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.

(6) Options are exercisable 25% each year beginning 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.

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