

DOWNES LAURENCE M

Form 4

February 13, 2006

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 *
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)
02/10/2006

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, President & 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/10/2006		S		2,300	D \$ 43.66	0 ⁽¹⁾ D
Common Stock	02/10/2006		S		1,200	D \$ 43.67	0 D
Common Stock	02/10/2006		S		100	D \$ 43.68	0 D
Common Stock	02/10/2006		S		200	D \$ 43.69	0 D
	02/10/2006		S		3,900	D \$ 43.7	0 D

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Common Stock							
Common Stock	02/10/2006	S	4,200	D	\$ 43.71	0	D
Common Stock	02/10/2006	S	800	D	\$ 43.72	0	D
Common Stock	02/10/2006	S	600	D	\$ 43.73	0	D
Common Stock	02/10/2006	S	1,600	D	\$ 43.74	0	D
Common Stock	02/10/2006	S	4,700	D	\$ 43.75	0	D
Common Stock	02/10/2006	S	9,700	D	\$ 43.76	0	D
Common Stock	02/10/2006	S	5,100	D	\$ 43.77	0	D
Common Stock	02/10/2006	S	5,400	D	\$ 43.78	0	D
Common Stock	02/10/2006	S	1,600	D	\$ 43.79	0	D
Common Stock	02/10/2006	S	1,400	D	\$ 43.8	0	D
Common Stock	02/10/2006	S	1,000	D	\$ 43.81	0	D
Common Stock	02/10/2006	S	600	D	\$ 43.84	0	D
Common Stock	02/10/2006	S	1,000	D	\$ 43.85	0	D
Common Stock	02/13/2006	M	14,000	A	\$ 28.875	0	D
Common Stock	02/13/2006	S	400	D	\$ 43	0	D
Common Stock	02/13/2006	S	100	D	\$ 43.01	0	D
Common Stock	02/13/2006	S	100	D	\$ 43.02	0	D
Common Stock	02/13/2006	S	200	D	\$ 43.05	0	D
Common Stock	02/13/2006	S	400	D	\$ 43.06	0	D
	02/13/2006	S	500	D	\$ 43.1	0	D

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Common
Stock

Common Stock	02/13/2006	S	1,000	D	\$ 43.11	0	D
Common Stock	02/13/2006	S	700	D	\$ 43.14	0	D
Common Stock	02/13/2006	S	300	D	\$ 43.15	0	D
Common Stock	02/13/2006	S	2,900	D	\$ 43.16	0	D
Common Stock	02/13/2006	S	100	D	\$ 43.17	0 ⁽¹⁾	D

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 A Underlying Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 25.875 (2)	02/13/2006		M	14,000 (3)	01/26/2001(4)	01/26/2010	Common Stock

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	Chairman, President & CEO

Signatures

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

02/13/2006

__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) This is form 2 of 3 - number of entries exceeds lines allowed on form. Please see continuation of Form 4 on form 3 of 3.
- (2) Price reflects change due to 3 for 2 stock split as of 3/1/02.
- (3) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
- (4) 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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