

SHIELDS JOSEPH P

Form 4

December 01, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIELDS JOSEPH P

2. Issuer Name **and** Ticker or Trading
Symbol
NEW JERSEY RESOURCES CORP
[NJR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEW JERSEY RESOURCES
CORPORATION, 1415 WYCKOFF
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2008

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

(Street)
WALL, NJ 07719

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
____ Form filed by More than One Reporting
Person

(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)	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)
Common Stock	11/26/2008		M	25,000	A \$ 20.9934 (1)	63,566.696	D
Common Stock	11/26/2008		S	25,000	D \$ 38.797 (2) (4)	38,566.696	D
Common Stock	11/26/2008		M	17,062	A \$ 18.2222 (1)	55,628.7	D
Common	11/26/2008		S	17,062	D \$ 38.461	38,566.696	D

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Stock	(3) (4)	(5)		
Common Stock		31.52 (6)	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)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (Right-to-Buy)	\$ 20.9934 <u>(1)</u>	11/26/2008		M	25,000	01/15/2004 ⁽⁷⁾	01/15/2013	Common Stock
Option (Right-to-Buy)	\$ 18.2222 <u>(1)</u>	11/26/2008		M	17,062	11/29/2001 ⁽⁸⁾	11/29/2010	Common Stock

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)	12/01/2008
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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 effective March 3, 2008.
- (2) The sale prices reported for these transactions range from \$38.60 to \$39.210 per share. The weighted average sale price for these transactions was \$38.797 per share.
- (3) The sale prices reported for these transactions range from \$38.31 to \$38.60. The weighted average sale price for these transactions was \$38.461 per share.
- (4) The reporting person hereby undertakes to provide, upon written request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold and prices at which the transactions were effected.

Total includes shares held outright, shares held in New Jersey Resources Corporation (NJR) deferral plan and shares held in NJR ESOP
- (5) that are accounted for on a unitized basis that reflects a calculated value. Each includes reinvested dividends through the Dividend Reinvestment Plan (DRP).
- (6) Total includes reinvested dividends through DRP.
- (7) Options are exercisable 25% each year beginning the first anniversary date of grant, which was January 15, 2003.
- (8) Options are exercisable 25% each year beginning the first anniversary date of grant, which was November 29, 2000.

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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