

NEW JERSEY RESOURCES CORP
 Form 4
 August 11, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMITH GEORGE C

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

V.P., Internal Auditing

NEW JERSEY RESOURCES, 1415
 WYCKOFF ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
 WALL, NJ 07719

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/18/2005 | | A | 1,125 ⁽¹⁾ | \$ 45.55 | 0 | D |
| Common Stock | 08/10/2005 | | M | 1,140 | \$ 25.3333 | 0 | D |
| Common Stock | 08/10/2005 | | S | 1,140 | \$ 45.68 | 4,139.6137 ⁽²⁾ | D |
| Common Stock | | | | | | 18,318 ⁽³⁾ | I Cust. for Rel. |

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

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Stock Option (Right-to-Buy) | \$ 45.55 | 05/18/2005 | | A | 9,000 | 05/18/2006 ⁽⁴⁾ 05/18/2015 | Common Stock |
| Stock Option (Right-to-Buy) | \$ 25.3333 | 08/10/2005 | | M | 1,140 | 12/17/1999 ⁽⁴⁾ 12/17/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH GEORGE C NEW JERSEY RESOURCES 1415 WYCKOFF ROAD WALL, NJ 07719 | | | V.P., Internal Auditing | |

Signatures

Oleta J. Harden - Attorney-In-Fact (POA on file) 08/11/2005

**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) Performance units will vest in 3 years if certain goals are met, with 50% payable in year 3 and 50% payable if employed by company at end of year 4.
- (2) Total includes shares held in company ESOP Plan that are accounted for on a unitized basis and reflects calculated value and reinvested dividends through DRP.
- (3) Total includes reinvested dividends through DRP.
- (4) Options are exercisable 25% each year beginning on the first anniversary date of the grant, which is listed here.

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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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