

DOWNES LAURENCE M
Form 4/A
December 12, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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)
1415 WYCKOFF ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

WALL, NJ 07719

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/30/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/29/2006		S		\$ 300 51.41	D	
Common Stock	11/29/2006		S		\$ 500 51.42	D	
Common Stock	11/29/2006		S		\$ 800 51.44	D	
Common Stock	11/29/2006		S		\$ 200 51.45	D	
Common Stock	11/29/2006		S		\$ 200 51.5	D	

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Common Stock	11/29/2006	S	100	D	\$ 51.51	114,533.676 (1)	D
Common Stock	11/29/2006	S	500	D	\$ 51.52	114,033.676 (1)	D
Common Stock	11/29/2006	S	200	D	\$ 51.54	113,833.676 (1)	D
Common Stock	11/29/2006	S	100	D	\$ 51.55	113,733.676 (1)	D
Common Stock	11/29/2006	S	500	D	\$ 51.56	113,233.676 (1)	D
Common Stock	11/28/2006	S	100	D	\$ 51.58	113,133.676 (1)	D
Common Stock	11/29/2006	S	400	D	\$ 51.59	112,733.676 (1)	D
Common Stock	11/29/2006	S	400	D	\$ 51.6	112,333.676 (1)	D
Common Stock	11/29/2006	S	800	D	\$ 51.61	111,533.676 (1)	D
Common Stock	11/29/2006	S	300	D	\$ 51.62	111,233.676 (1)	D
Common Stock	11/28/2006	S	100	D	\$ 51.63	111,133.676 (1)	D
Common Stock	11/29/2006	S	200	D	\$ 51.64 (2)	110,933.676 (1)	D
Common Stock	11/29/2006	S	600	D	\$ 51.65	110,333.676 (1)	D
Common Stock	11/29/2006	S	200	D	\$ 51.66	110,133.676 (1)	D
Common Stock	11/29/2006	S	10,700	D	\$ 51.68	99,433.676 (1)	D
Common Stock	11/29/2006	S	100	D	\$ 51.69	99,333.676 (1) (3)	D

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)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNES LAURENCE M 1415 WYCKOFF ROAD WALL, NJ 07719	X			Chairman, President and CEO

Signatures

Rhonda M. Figueroa - Attorney-In-Fact (POA on file) 12/12/2006

__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).
- This is Part 2 of 2 of this amended Form 4. This amendment reflects a correction in the total amount of securities beneficially owned
- (1) following each transaction. The original total did not reflect the addition of 45,000 shares of Common Stock acquired upon the exercise of stock options on November 28, 2006 originally reported on Table II of the Form 4 dated November 30 2006.
 - (2) This amendment reflects a correction in the price at which the securities were disposed.
 - (3) Total includes shares held outright; shares held in Company ESOP Plan that are accounted for on a unitized basis and reflect calculated value, and shares in the Company's compensation deferral plan which includes reinvested dividends.

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.