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NEW JERSEY RESOURCES CORP

Form 4

October 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average

response...

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Massaro Thomas			2. Issuer Name and Ticker or Trading Symbol NEW JERSEY RESOURCES CORP [NJR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2008					Director 10% Owner Sofficer (give title Other (specify below)			
				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)											
1.Title of Security (Instr. 3)	2. Transaction D. (Month/Day/Yea	ansaction Date 2A. Deemed			Code (Instr. 3, 4 and 5)				6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common Stock	10/01/2008			A	843.75	A	\$ 0 (1)	7,786.878 (2)	D		
Common Stock	10/01/2008			F	373 (3)	D	\$ 36.27 (4)	7,413.878 (2)	D		

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date	Title	Number of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
creporting of the common common	Director	10% Owner	Officer	Other		
Massaro Thomas NEW JERSEY RESOURCES CORPORATION			V.P. of			
1415 WYCKOFF ROAD			Subsidiary			
WALL, NJ 07719						
Signatures						

Rhonda M. Figueroa - Attorney-in-Fact (POA 10/03/2008 On File)

> **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).
 - Performance Units previously reported on Form 4 that were issued pursuant to the Company's Long Term Plan vested over a 30 month period if certain performance goals were met, beginning in May 2005, with 50% that was paid on October 1, 2007, and 50% payable on
- (1) October 1, 2008, if still employed by Company. Performance Units convert 1 for 1 into shares of Company common stock. There is no purchase or sales price upon vesting of the Performance Units. Includes accrued dividends. Share amounts reflect an increase due to the 3-for-2 stock split as of 3/3/08.
- Includes actual number of shares that vested, including shares held in the New Jersey Resources Corporation (NJR) ESOP Plan that are **(2)** accounted for on a unitized basis that reflects a calculated value.
- (3) Represents shares of common stock withheld by the Company to satisfy tax withholding obligation.
- (4) Represents the last reported sales price of the Company's common stock on the New York Stock Exchange on October 1, 2008.

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.

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