

NEW JERSEY RESOURCES CORP  
 Form 4/A  
 December 12, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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	(A) or (D)	Price
Common Stock	11/28/2006		M		45,000	A	\$ 31.49
							144,333.676 (1)
Common Stock	11/28/2006		S		1,200	D	\$ 51.12
							143,133.676 (1)
Common Stock	11/28/2006		S		900	D	\$ 51.15
							142,233.676 (1)
Common Stock	11/28/2006		S		1,200	D	\$ 51.16
							141,033.676 (1)
Common Stock	11/28/2006		S		1,100	D	\$ 51.17
							139,933.676 (1)

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Common Stock	11/28/2006	S	100	D	\$ 51.18	139,833.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	700	D	\$ 51.19	139,133.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	400	D	\$ 51.2	138,733.67 <u>(1)</u>	D
Common Stock	11/28/2006	S	800	D	\$ 51.21	137,933.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	200	D	\$ 51.22	137,733.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	600	D	\$ 51.23	137,133.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	600	D	\$ 51.24	136,533.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	2,700	D	\$ 51.25	133,833.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,100	D	\$ 51.26	132,733.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,800	D	\$ 51.27	130,933.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,800	D	\$ 51.28	129,133.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	700	D	\$ 51.29	128,433.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,700	D	\$ 51.3	126,733.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	800	D	\$ 51.31	125,933.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	2,200	D	\$ 51.32	123,733.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,000	D	\$ 51.33	122,733.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,100	D	\$ 51.34	121,633.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	1,500	D	\$ 51.35	120,133.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	800	D	\$ 51.36	119,333.676 <u>(1)</u>	D
Common Stock	11/28/2006	S	100	D	\$ 51.37	119,233.676 <u>(1)</u>	D
	11/29/2006	S	1,100	D	\$ 51.3		D

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Common Stock						118,133.676 (1)	
Common Stock	11/29/2006	S	400	D	\$ 51.35	117,733.676 (1)	D
Common Stock	11/29/2006	S	600	D	\$ 51.36	117,133.676 (1)	D
Common Stock	11/29/2006	S	100	D	\$ 51.37	117,033.676 (1)	D
Common Stock	11/29/2006	S	400	D	\$ 51.4	116,633.676 (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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
DOWNES LAURENCE M 1415 WYCKOFF ROAD WALL, NJ 07719	Director 10% Owner Officer 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 1 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.

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.