

NEW JERSEY RESOURCES CORP
Form 4
December 19, 2013

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2013

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

C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

(Street)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 12/19/2013 | | A | V Amount 14,047 (1) | (A) or (D) Price \$ 45.56 (2) | D | |
| Common Stock | | | | | 336.011 (3) | I | Custodian for Relative |

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 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Performance Shares | (4) | 12/19/2013 | | A | 14,432 | (4) 09/30/2016 | Common Stock | 14,432 |
| Performance Shares | (5) | 12/19/2013 | | A | 10,536 | (5) 09/30/2016 | Common Stock | 10,536 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOWNES LAURENCE M C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719 | X | | Chairman, President & CEO | |

Signatures

| | |
|-----------------------------------------------------|------------|
| Rhonda M. Figueroa - Attorney-in-Fact (POA on File) | 12/19/2013 |
| **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) Represents shares of performance-based restricted stock granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Shares will vest in three equal installments upon certification by the Leadership Development and Compensation Committee that the performance goals for each of the fiscal years ending on September 30, 2014, September 30, 2015 and September 30, 2016 have been met.
 - (2) Total includes shares held outright, shares held in the New Jersey Resources Corporation (NJR) Employee Stock Ownership Plan (ESOP) that are accounted for on a unitized basis and reflects calculated value.
 - (3) Total includes reinvested dividends through the NJR Dividend Reinvestment Program (DRP)(Custodial for Relative).
 - (4) Represents performance shares granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable performance goal for the 33 month period ending September 30, 2016 has been met.
 - (5)

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Represents performance shares granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable performance goal for the 36 month period ending September 30, 2016 has been met.

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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