

NEW JERSEY RESOURCES CORP
Form 4
December 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Ellis Kathleen T

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)
12/14/2015

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 12/14/2015 | | A | (1) | 3,525 \$ 0 | 90,431.504 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units | (2) | 12/14/2015 | | A | 2,498 | (3) (3) | Common Stock | 2,498 |
| Performance Shares | (4) | 12/14/2015 | | A | 2,098 | (4) (4) | Common Stock | 2,098 |
| Performance Shares | (5) | 12/14/2015 | | A | 1,763 | (5) (5) | Common Stock | 1,763 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ellis Kathleen T C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719 | | | Senior Vice President | |

Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on File) 12/14/2015

__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).

Represents shares of restricted stock granted pursuant to the New Jersey Resources Corporation (NJR) 2007 Stock Award and Incentive Plan. Shares will vest in three equal installments on October 15, 2016, October 15, 2017, and October 15, 2018, subject to the continued employment of the reporting person by NJR, except under certain conditions.

(2) Each deferred stock unit represents a contingent right to receive one share of NJR common stock.

(3) Deferred stock unit award is payable subject to certain conditions on October 15, 2018.

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 total shareholder return performance goal for the 36 month period ending September 30, 2018 has been met.

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 net financial earnings performance goal for the 36 month period ending September 30, 2018 has been met.

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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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