

NEW JERSEY RESOURCES CORP
 Form 4
 November 13, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

(Street)

WALL, NJ 07719

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW JERSEY RESOURCES CORP [NJR]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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		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)
			Code	V	Amount	(A) or (D)			
Common Stock	11/10/2015		M		9,897	D	\$ 0	342,691.097 (1) (2) (3) (4)	D
Common Stock	11/10/2015		F		4,378	D	\$ 30.03	338,313.097	D
Common Stock	11/10/2015		M		35,497.754	A	\$ 0	373,810.851 (5) (6)	D
Common Stock	11/10/2015		F		16,773	D	\$ 30.03	357,037.851	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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Shares	\$ 0	11/10/2015		D	9,264.468	11/10/2015 11/10/2015	Performance Shares

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) 11/13/2015

__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).

- (1) The performance-based restricted shares previously reported and granted on 12/19/13 are forfeited due to the applicable performance goal for the fiscal year ending September 30, 2015, not being met.
- (2) Total reflects a two for one stock split on March 3, 2015.
- (3) Total includes shares held in the New Jersey Resources Corporation (NJR) Employee Stock Ownership Plan, which include reinvested dividends through the NJR Dividend Reinvestment Plan (DRP).
- (4) Total includes an accrual of 280 shares of New Jersey Resources Corporation (NJR) Common Stock through the NJR Dividend Reinvestment Plan (DRP).

(5) Represents number of shares, which vested at 120% of the target (plus accrued dividends) after a 33-month period beginning on January 1, 2013, upon certification by the Leadership Development and Compensation Committee of New Jersey Resources Corporation's (NJR) performance versus the applicable performance goals. Performance shares converted 1 for 1 into shares of NJR Common Stock. There is no purchase or sale price upon vesting of the Performance Shares.

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- (6) Total includes an accrual of 5602.710 shares of New Jersey Resources Corporation (NJR) Common Stock through the NJR Dividend Reinvestment Plan (DRP).

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.