

NEW JERSEY RESOURCES CORP
 Form 4
 December 05, 2008

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 *
ZOFFINGER GEORGE R

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)
12/04/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/04/2008 | | S | | 5,000 | D | \$ 39.6 30,873.272 D |
| Common Stock | 12/04/2008 | | M | | 3,375 | A | \$ 15.8889 34,248.272 D |
| Common Stock | 12/04/2008 | | M | | 3,375 | A | \$ 17.6112 37,623.272 D |
| Common Stock | 12/04/2008 | | M | | 3,375 | A | \$ 40,998.272 D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|------------|------------|------------|---|
| Stock | | | | | 19.3245 | | | |
| | | | | | <u>(1)</u> | | | |
| | | | | | \$ | | | |
| Common Stock | 12/04/2008 | | M | 2,250 | A | 21.0667 | 43,248.272 | D |
| | | | | | | <u>(1)</u> | | |
| | | | | | | \$ | | |
| Common Stock | 12/04/2008 | | M | 2,250 | A | 22.2734 | 45,498.272 | D |
| | | | | | | <u>(1)</u> | | |
| | | | | | | \$ 25.12 | | |
| Common Stock | 12/04/2008 | | M | 2,250 | A | <u>(1)</u> | 47,498.272 | D |
| | | | | | | | | |
| Common Stock | 12/04/2008 | | F | 8,325 | D | \$ 39.92 | 39,423.272 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 15.8889 <u>(1)</u> | 12/04/2008 | | M | 3,375 | 05/09/2000 ⁽²⁾ | 05/09/2009 | Common Stock | 3,375 |
| Stock Option (Right to Buy) | \$ 17.6112 <u>(1)</u> | 12/04/2008 | | M | 3,375 | 05/09/2001 ⁽²⁾ | 05/09/2010 | Common Stock | 3,375 |
| Stock Option (Right to Buy) | \$ 19.3245 <u>(1)</u> | 12/04/2008 | | M | 3,375 | 05/09/2002 ⁽²⁾ | 05/09/2011 | Common Stock | 3,375 |

| | | | | | | | | |
|--------------------------------------|--------------------------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Stock Option (Right to Buy) | \$ 21.0667 <u>(1)</u> | 12/04/2008 | M | 2,250 | 05/09/2003 ⁽²⁾ | 05/09/2012 | Common Stock | 2,250 |
| Stock Option (Right to Buy) | \$ 22.2734 <u>(1)</u> | 12/04/2008 | M | 2,250 | 05/09/2004 ⁽²⁾ | 05/09/2013 | Common Stock | 2,250 |
| Stock Option (Right to Buy) | \$ 25.12 <u>(1)</u> | 12/04/2008 | M | 2,250 | 05/09/2005 ⁽²⁾ | 05/09/2014 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZOFFINGER GEORGE R C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719 | X | | | |

Signatures

Rhonda M. Figueroa - Attorney in Fact (POA on File) 12/05/2008

__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) Reflects change due to 3 for 2 stock split effective March 3, 2008.
- (2) Options are exercisable on the first anniversary date of the grant, which is listed here.

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.