

NEW JERSEY RESOURCES CORP
 Form 4
 November 02, 2005

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)
 10/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/31/2005 | | G | 250 ⁽¹⁾ D \$ 0 | 0 | D | |
| Common Stock | 10/31/2005 | | M | 35,000 A \$ 24.625 | 0 | D | |
| Common Stock | 10/31/2005 | | S | 35,000 D \$ 43.074 | 0 | D | |
| Common Stock | 11/01/2005 | | M | 20,000 A \$ 24.625 | 0 | D | |
| | 11/01/2005 | | S | 20,000 D | 54,476.4 ⁽²⁾ | D | |

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) Gift to charitable institution.
- (2) Total includes shares held outright; shares held in company ESOP Plan that are accounted for on a unitized basis and reflects calculated value, and shares in compensation deferral plan which includes reinvested dividends.
- (3) Total includes reinvested dividends through DRP.
- (4) Price reflects change due to 3 for 2 stock split as of 3/1/02.
- (5) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
- (6) Options are exercisable 25% each year beginning 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.