

NEW JERSEY RESOURCES CORP
 Form 4
 May 12, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
ZILAI DEBORAH G

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)
C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2006

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Vice President of Subsidiary

(Street)
WALL, NJ 07719

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

(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	05/12/2006		M	15,000 A \$ 27.3333	24,432.3 ⁽¹⁾	D	
Common Stock	05/12/2006		S	100 D \$ 44.53	24,332.3 ⁽¹⁾	D	
Common Stock	05/12/2006		S	300 D \$ 44.5	24,032.3 ⁽¹⁾	D	
Common Stock	05/12/2006		S	1,000 D \$ 44.49	23,032.3 ⁽¹⁾	D	
	05/12/2006		S	100 D \$ 44.7	22,932.3 ⁽¹⁾	D	

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Common Stock							
Common Stock	05/12/2006	S	200	D	\$ 44.44	22,732.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 44.43	22,632.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	600	D	\$ 44.42	22,032.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 44.31	21,932.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 44.26	21,832.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	800	D	\$ 44.12	21,032.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	1,800	D	\$ 44.11	19,232.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 44.09	19,132.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	800	D	\$ 44.08	18,332.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	300	D	\$ 44.07	18,032.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	1,100	D	\$ 44.06	16,932.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	1,400	D	\$ 44.05	15,532.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 44.02	15,432.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	300	D	\$ 44.01	15,132.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	500	D	\$ 44	14,632.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 43.99	14,532.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	500	D	\$ 43.98	14,032.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	400	D	\$ 43.96	13,632.3 <u>(1)</u>	D
Common Stock	05/12/2006	S	100	D	\$ 43.95	13,532.3 <u>(1)</u>	D
	05/12/2006	S	200	D	\$ 43.93	13,332.3 <u>(1)</u>	D

Common Stock							
Common Stock	05/12/2006	S	100	D	\$ 43.91	13,232.3 ⁽¹⁾	D
Common Stock	05/12/2006	S	300	D	\$ 43.9	12,932.3 ⁽¹⁾	D
Common Stock	05/12/2006	S	600	D	\$ 43.88	12,332.3 ⁽¹⁾	D
Common Stock	05/12/2006	S	100	D	\$ 43.87	12,232.3 ⁽¹⁾	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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 27.3333 ⁽²⁾	05/12/2006		M	15,000 ⁽³⁾	11/29/2001 ⁽⁴⁾	11/29/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZILAI DEBORAH G C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719			Vice President of Subsidiary	

Signatures

Rhonda M. Figueroa - Attorney-In-Fact (POA
on file)

05/12/2006

__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) Total includes shares held outright, shares held in Compensation Deferral Plan and shares held in DRP.
 - (2) Price reflects change due to 3 for 2 stock split as of 3/1/02.
 - (3) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
 - (4) Options are exercisable 25% each year beginning on the first anniversary date of 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.