

NEW JERSEY RESOURCES CORP
 Form 4
 May 15, 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 *
 Massaro Thomas

(Last) (First) (Middle)

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)
 05/14/2008

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)
 V.P. of Subsidiary

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 (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	05/14/2008		M		2,812	A	\$ 28.48 (1)
Common Stock	05/14/2008		S		100	D	\$ 33.62
Common Stock	05/14/2008		S		100	D	\$ 33.61
Common Stock	05/14/2008		S		200	D	\$ 33.65
	05/14/2008		S		300	D	\$ 33.6

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Common Stock							
Common Stock	05/14/2006	S	462	D	\$ 33.58	8,454.456	D
Common Stock	05/14/2008	S	800	D	\$ 33.64	7,654.456	D
Common Stock	05/14/2008	S	850	D	\$ 33.66	6,804.456	D
Common Stock	05/14/2008	M	6,750	A	\$ 30.3667 <u>(1)</u>	13,554.456	D
Common Stock	05/14/2008	S	100	D	\$ 33.55	13,454.456	D
Common Stock	05/14/2008	S	100	D	\$ 33.54	13,354.456	D
Common Stock	05/14/2008	S	100	D	\$ 33.51	13,254.456	D
Common Stock	05/14/2008	S	200	D	\$ 33.45	13,054.456	D
Common Stock	05/14/2008	S	250	D	\$ 33.58	12,804.456	D
Common Stock	05/14/2008	S	400	D	\$ 33.43	12,404.456	D
Common Stock	05/14/2008	S	400	D	\$ 33.4	12,004.456	D
Common Stock	05/14/2008	S	500	D	\$ 33.42	11,504.456	D
Common Stock	05/14/2008	S	600	D	\$ 33.39	10,904.456	D
Common Stock	05/14/2008	S	800	D	\$ 33.57	10,104.456	D
Common Stock	05/14/2008	S	900	D	\$ 33.5	9,204.456	D
Common Stock	05/14/2008	S	2,400	D	\$ 33.56	6,804.456 ⁽²⁾	D

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

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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)
Option (Right-To-Buy)	\$ 28.48 <u>(1)</u>	05/14/2008		M	2,812	11/17/2005 ⁽³⁾ 11/16/2014	Common Stock
Option (Right-To-Buy)	\$ 30.667 <u>(1)</u>	05/14/2008		M	6,750	05/17/2006 ⁽⁴⁾ 05/16/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Massaro Thomas NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719			V.P. of Subsidiary	

Signatures

Rhonda M. Figueroa - Attorney-In-Fact (POA on File) 05/15/2008

 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) Price reflects change due to 3 for 2 stock split as of March 3, 2008.

(2) Total reflects change due to 3 for 2 stock split as of March 3, 2008 and includes shares held in the New Jersey Resources Corporation ESOP Plan that are accounted for on a unitized basis that reflects a calculated value.

(3) Options exercisable 25% each year beginning the first anniversary date of the grant, which was November 17, 2005.

(4) Options exercisable 25% each year beginning the first anniversary date of the grant, which was May 17, 2006.

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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