NEW JERSEY RESOURCES CORP

Form 4

December 19, 2013

FO	R	M	4	

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LOCKWOOD GLENN C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

NEW JERSEY RESOURCES CORP

(Check all applicable)

[NJR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

12/19/2013

Director 10% Owner X_ Officer (give title

Other (specify

Executive V.P. & CFO

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

WALL, NJ 07719

(City) (State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

12/19/2013

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V 2,071

Α

Amount (D) Price \$

45.56

(A)

Transaction(s) (Instr. 3 and 4) 65,421.965

D

Stock

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)

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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. Transactic Code (Instr. 8)	5. Number op f 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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(3)	12/19/2013		A	2,128	<u>(3)</u>	09/30/2016	Common Stock	2,128
Performance Shares	<u>(4)</u>	12/19/2013		A	1,553	<u>(4)</u>	09/30/2016	Common Stock	1,553

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LOCKWOOD GLENN C C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719

Executive V.P. & CFO

Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on File)

**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).
- Represents shares of restricted stock granted pursuant to the New Jersey Resources Corporation (NJR) 2007 Stock Award and Incentive (1) Plan. Shares will vest in three equal installments on October 15, 2014, October 15, 2015 and October 15, 2016, subject to the continued employment of the reporting person by NJR, except under certain conditions.
- Total includes shares held outright, shares held in a deferred compensation plan and shares held in NJR ESOP Plan and 401(k) Plan that

 (2) are accounted for on a unitized basis that reflects a calculated value. Each includes reinvested dividends through the NJR Dividend Reinvestment Plan.
- Represents performance shares granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable performance goals for the 33 month period ending September 30, 2016 have been met.
- Represents performance shares granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable performance goals for the 36 month period ending September 30, 2016 have been met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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