

NEW JERSEY RESOURCES CORP

Form 4

December 14, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOWNES LAURENCE M

(Last) (First) (Middle)

**C/O 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)
12/14/2015

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)
Chairman, President & CEO

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)
Common Stock	12/14/2015		A	29,138 (1)	\$ 0	386,175.851	D

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. 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)	
Performance Shares	(2)	12/14/2015		A		17,364	(2) (2)	Common Stock 17,364
Performance Shares	(3)	12/14/2015		A		14,585	(3) (3)	Common Stock 14,585

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNES LAURENCE M C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719	X		Chairman, President & CEO	

Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA
on File) 12/14/2015

__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) Represents shares of performance-based restricted stock granted pursuant to the New Jersey Resources Corporation (NJR) 2007 Stock Award and Incentive Plan. Shares will vest in three equal installments on October 15, 2016, October 15, 2017, and October 15, 2018, upon certification by the Leadership Development and Compensation Committee that the performance goal for the fiscal year ending on September 30, 2016 has been met.

(2) 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 total shareholder return performance goal for the 36 month period ending September 30, 2018 has been met.

(3) 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 net financial earnings performance goal for the 36 month period ending September 30, 2018 has 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.

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