

ZILAI DEBORAH G  
 Form 4  
 November 15, 2012

**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 \*  
 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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President Subsidiary

(Last) (First) (Middle)  
 C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 11/13/2012

(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	11/13/2012		M		664.084	A	(1) 29,248.723
Common Stock	11/13/2012		F		222	D	\$ 40.62 29,026.723
Common Stock	11/13/2012		M		925.487	A	(2) 29,952.21
Common Stock	11/13/2012		F		309	D	\$ 40.62 29,643.21 (3)

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Shares	(1)	11/13/2012		M	879	(1) (1)	Common Stock	879
Performance Shares	(2)	11/13/2012		M	1,204	(2) (2)	Common Stock	1,204

## 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	Subsidiary

## Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on File) 11/15/2012

\*\*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 number of Performance Shares, which vested at 68.8% of the target amount (plus accrued dividends), after a 36-month period beginning on October 1, 2009, upon certification by the Leadership Development and Compensation Committee (LDCC) of New Jersey Resources Corporation's (NJR) performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJR common stock. There is no purchase or sale price upon vesting of the Performance Shares.

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- Represents number of Performance Shares, which vested at 70% of the target amount (plus accrued dividends), after a 36-month period
- (2) beginning on October 1, 2009, upon certification by the LDCC of NJR performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJR common stock. There is no purchase or sale price upon vesting of the Performance Shares.
  - (3) Total includes an accrual of 142.018 shares of NJR Common Stock through the NJR DRP.

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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