

DOWNES LAURENCE M

Form 4

February 09, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2005

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chairman, President and CEO

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)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

WALL, NJ 07719

(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	02/07/2005		M		30,000	A	\$ 24.625	0 ⁽¹⁾	D
Common Stock	02/07/2005		S		4,000	D	\$ 43.5	0	D
Common Stock	02/07/2005		S		1,100	D	\$ 43.51	0	D
Common Stock	02/07/2005		S		1,400	D	\$ 43.52	0	D
	02/07/2005		S		2,900	D	\$ 43.53	0	D

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Common Stock								
Common Stock	02/07/2005	S	2,100	D	\$ 43.54	0		D
Common Stock	02/07/2005	S	7,100	D	\$ 43.55	0		D
Common Stock	02/07/2005	S	600	D	\$ 43.56	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.57	0		D
Common Stock	02/07/2005	S	100	D	\$ 43.58	0		D
Common Stock	02/07/2005	S	600	D	\$ 43.64	0		D
Common Stock	02/07/2005	S	2,000	D	\$ 43.65	0		D
Common Stock	02/07/2005	S	500	D	\$ 43.66	0		D
Common Stock	02/07/2005	S	1,900	D	\$ 43.69	0		D
Common Stock	02/07/2005	S	1,400	D	\$ 43.7	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.83	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.86	0		D
Common Stock	02/07/2005	S	300	D	\$ 43.94	0		D
Common Stock	02/07/2005	S	400	D	\$ 43.95	0		D
Common Stock	02/07/2005	S	1,700	D	\$ 44	0		D
Common Stock	02/07/2005	S	100	D	\$ 44.05	0		D
Common Stock	02/07/2005	S	1,200	D	\$ 44.15	63,986.019 (2)		D
Common Stock					2,905.373	(3)	I	Cust. for Rel.

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

**Persons who respond to the collection of
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SEC 1474
(9-02)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 24.625 (4)	02/07/2005		M	30,000 (5)	01/26/2000 ⁽⁶⁾ 01/26/2009	Common Stock

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

Chairman, President and CEO

Signatures

Oleta J. Harden - Attorney-In-Fact (POA on file)

02/09/2005

**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) This is form 2 of 2 - these are a continuation of form 1 of 2 submitted 2/9/05.

(2) Total includes the following: 1) shares purchased with reinvested dividends in DRP; 2) shares held in company ESOP that are accounted for on a unitized basis and reflects calculated value.

(3) Total includes reinvested dividends through DRP.

(4) Price reflects change due to 3 for 2 stock split as of 3/1/02.

(5) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.

(6) Options are exercisable 25% each year beginning on the first anniversary date of the 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.

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