

HARDEN OLETA J
Form 4
February 21, 2006

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 *
HARDEN OLETA J

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)
02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior V.P. & Secretary

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 or Price | | |
| Common Stock | 02/17/2006 | | M | | 15,000 A \$ 24.625 | 40,473.088 (1) | D |
| Common Stock | 02/17/2006 | | S | | 400 D \$ 44.45 | 40,073.088 (1) | D |
| Common Stock | 02/17/2006 | | S | | 1,200 D \$ 44.47 | 38,873.088 (1) | D |
| Common Stock | 02/17/2006 | | S | | 900 D \$ 44.48 | 37,973.088 (1) | D |
| | 02/17/2006 | | S | | 100 D \$ 44.49 | | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------------|---|
| Common Stock | | | | | | 37,873.088 <u>(1)</u> | |
| Common Stock | 02/17/2006 | S | 4,000 | D | \$ 44.5 | 33,873.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 4,600 | D | \$ 44.51 | 29,273.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 3,800 | D | \$ 44.52 | 25,473.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | M | 22,500 | A | \$ 31.49 | 47,973.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 800 | D | \$ 44.52 | 47,173.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 100 | D | \$ 44.53 | 47,073.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 2,300 | D | \$ 44.54 | 44,773.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 4,400 | D | \$ 44.55 | 40,373.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 1,400 | D | \$ 44.56 | 38,973.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 600 | D | \$ 44.57 | 38,373.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 100 | D | \$ 44.58 | 38,273.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 3,000 | D | \$ 44.59 | 35,273.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 3,900 | D | \$ 44.6 | 31,373.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 1,000 | D | \$ 44.61 | 30,373.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 400 | D | \$ 44.62 | 29,973.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 400 | D | \$ 44.63 | 29,573.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 600 | D | \$ 44.64 | 28,973.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 600 | D | \$ 44.65 | 28,373.088 <u>(1)</u> | D |
| Common Stock | 02/17/2006 | S | 900 | D | \$ 44.66 | 27,473.088 <u>(1)</u> | D |
| | 02/17/2006 | S | 1,300 | D | \$ 44.7 | | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------------|---|----------------|
| Common Stock | | | | | | 26,173.088 <u>(1)</u> | | |
| Common Stock | 02/17/2006 | S | 300 | D | \$ 44.71 | 25,873.088 <u>(1)</u> | D | |
| Common Stock | 02/17/2006 | S | 100 | D | \$ 44.74 | 25,773.088 <u>(1)</u> | D | |
| Common Stock | 02/17/2006 | S | 300 | D | \$ 44.8 | 25,473.088 <u>(1)</u> | D | |
| Common Stock | | | | | | 26.353 <u>(2)</u> | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Options (Right-to-Buy) | \$ 24.625 <u>(3)</u> | 02/17/2006 | | M | 15,000 <u>(4)</u> | 01/26/2000 ⁽⁵⁾ | 01/26/2009 | Common Stock |
| Options (Right-to-Buy) | \$ 31.49 | 02/17/2006 | | M | 22,500 | 01/15/2004 ⁽⁵⁾ | 01/15/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARDEN OLETA J NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719 | | | Senior V.P. & Secretary | |

Signatures

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

02/21/2006

__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) Total includes (1) shares in compensation deferral plan which includes reinvested dividends, (2) shares held in ESOP Plan that are accounted for on a unitized basis that reflects a calculated value, and (3) shares purchased with reinvested dividends through DRP.
- (2) Total includes reinvested dividends through DRP.
- (3) Price reflects change due to 3 for 2 stock split as of 3/1/02.
- (4) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.