### NEW JERSEY RESOURCES CORP

Form 4

Common

Common

Stock

Stock

11/15/2016

11/15/2016

11/15/2016

November	17, 2016									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
	Washington, D.C. 20549						MMISSION	OMB Number:	3235-0287	
Check to if no los subject	C.I.Y.I.H.	MENT OF CH	F CHANGES IN BENEFICIAL OWN				RSHIP OF	Expires: Estimated av	January 31, 2005 rerage	
Section Form 4	16. or		SECU	<b>JRITIES</b>				burden hours response		
Form 5 obligations may continue.  See Instruction 1(b).  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	e Responses)									
1. Name and Address of Reporting Person * DOWNES LAURENCE M			_,,				5. Relationship of Reporting Person(s) to Issuer			
		NE [NJ		RESOURC	ES CC	ORP	(Check all applicable)			
(Last)	, ,	(Mo	ate of Earliest nth/Day/Year				X Director X Officer (give t		Owner (specify	
C/O NEW JERSEY RESOURCES 11/15/2016 Chairman, President & CEO  ROAD							EO			
			Filed(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WALL, N.	J 07719						Form filed by Mo	ore than One Rep	orting	
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	4. Securities A ionDisposed of (Instr. 3, 4 and	d (A) or	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	11/15/2016		F	5,179	D	\$ 34.45	370,794.653	3 D		
Common Stock	11/15/2016		M	26,912	A	\$ 0	397,706.653 (1)	D D		

F

M

M

13,955

10,179.063 D

34,671.959 A

\$ 34.35

\$0

\$0

383,751.653 D

D

D

373,572.59

(2)

D

### Edgar Filing: NEW JERSEY RESOURCES CORP - Form 4

Common 408,244.549 Stock Common 390,266.549 D F 17,978 11/15/2016 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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	<u>(1)</u>	11/15/2016		M	28,864	<u>(1)</u>	<u>(1)</u>	Common Stock	28,864 (4)	
Performance Shares	<u>(3)</u>	11/15/2016		M	21,072	(3)	<u>(3)</u>	Common Stock	21,072 (4)	

# **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						

/s/ Richard Reich, as attorney-in-fact for Laurence M. 11/17/2016 Downes

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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## **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 number of Performance Shares, which vested at 85% of the target amount (plus accrued dividends), after a 33-month period beginning on January 1, 2014, upon certification by the Leadership Development and Compensation Committee (LDCC) of the Board of Directors of New Jersey Resources Corporation (NJR) of NJR's 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.
- (2) The shares of performance-based restricted stock previously reported and granted on 12/19/13 are forfeited due to the applicable performance goal for the fiscal year ending September 30, 2016, not being met.
- Represents number of Performance Shares, which vested at 150% of the target amount (plus accrued dividends), after a 36-month period beginning on October 1, 2013, upon certification by the Leadership Development and Compensation Committee (LDCC) of the Board of Directors of New Jersey Resources Corporation (NJR) of NJR's 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.
- (4) Total reflects a two for one stock split on March 3, 2015.

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.