

NEW JERSEY RESOURCES CORP  
 Form 4  
 December 05, 2008

**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 \*  
**ZOFFINGER GEORGE R**

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)  
**C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/04/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/04/2008		S		5,000	D	\$ 39.6 30,873.272 D
Common Stock	12/04/2008		M		3,375	A	\$ 15.8889 34,248.272 D
Common Stock	12/04/2008		M		3,375	A	\$ 17.6112 37,623.272 D
Common Stock	12/04/2008		M		3,375	A	\$ 40,998.272 D

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Stock					19.3245			
					<u>(1)</u>			
					\$			
Common Stock	12/04/2008		M	2,250	A	21.0667	43,248.272	D
					<u>(1)</u>			
					\$			
Common Stock	12/04/2008		M	2,250	A	22.2734	45,498.272	D
					<u>(1)</u>			
					\$ 25.12			
Common Stock	12/04/2008		M	2,250	A	<u>(1)</u>	47,498.272	D
Common Stock	12/04/2008		F	8,325	D	\$ 39.92	39,423.272	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 15.8889 <u>(1)</u>	12/04/2008		M	3,375	05/09/2000 <sup>(2)</sup>	05/09/2009	Common Stock	3,375
Stock Option (Right to Buy)	\$ 17.6112 <u>(1)</u>	12/04/2008		M	3,375	05/09/2001 <sup>(2)</sup>	05/09/2010	Common Stock	3,375
Stock Option (Right to Buy)	\$ 19.3245 <u>(1)</u>	12/04/2008		M	3,375	05/09/2002 <sup>(2)</sup>	05/09/2011	Common Stock	3,375

Stock Option (Right to Buy)	\$ 21.0667 <u>(1)</u>	12/04/2008	M	2,250	05/09/2003 <sup>(2)</sup>	05/09/2012	Common Stock	2,250
Stock Option (Right to Buy)	\$ 22.2734 <u>(1)</u>	12/04/2008	M	2,250	05/09/2004 <sup>(2)</sup>	05/09/2013	Common Stock	2,250
Stock Option (Right to Buy)	\$ 25.12 <u>(1)</u>	12/04/2008	M	2,250	05/09/2005 <sup>(2)</sup>	05/09/2014	Common Stock	2,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOFFINGER GEORGE R C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719	X			

## Signatures

Rhonda M. Figueroa - Attorney in Fact (POA on File) 12/05/2008

\_\_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) Reflects change due to 3 for 2 stock split effective March 3, 2008.
- (2) Options are exercisable 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.