

DOWNES LAURENCE M

Form 4

February 10, 2006

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2006

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

(Street)
WALL, NJ 07719

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/09/2006		S		300	D \$ 44.36	0 <u>(1)</u>	D	
Common Stock	02/09/2006		S		200	D \$ 44.37	0	D	
Common Stock	02/09/2006		S		600	D \$ 44.38	0	D	
Common Stock	02/09/2006		S		2,200	D \$ 44.39	0	D	
	02/09/2006		S		1,500	D \$ 44.4	0	D	

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Common Stock									
Common Stock	02/09/2006	S	500	D	\$	44.41	0	D	
Common Stock	02/09/2006	S	1,100	D	\$	44.42	0	D	
Common Stock	02/09/2006	S	600	D	\$	44.43	0	D	
Common Stock	02/09/2006	S	1,000	D	\$	44.44	0	D	
Common Stock	02/09/2006	S	1,200	D	\$	44.45	0	D	
Common Stock	02/09/2006	S	700	D	\$	44.46	0	D	
Common Stock	02/09/2006	S	100	D	\$	44.47	0	D	
Common Stock	02/09/2006	S	1,300	D	\$	44.48	0	D	
Common Stock	02/09/2006	S	900	D	\$	44.49	0	D	
Common Stock	02/09/2006	S	4,800	D	\$	44.5	0	D	
Common Stock	02/09/2006	S	100	D	\$	44.51	0	D	
Common Stock	02/09/2006	S	300	D	\$	44.52	0	D	
Common Stock	02/09/2006	S	2,000	D	\$	44.53	0	D	
Common Stock	02/09/2006	S	1,300	D	\$	44.54	0	D	
Common Stock	02/09/2006	S	600	D	\$	44.55	0	D	
Common Stock	02/09/2006	S	200	D	\$	44.58	0	D	
Common Stock	02/09/2006	S	200	D	\$	44.59	0	D	
Common Stock	02/09/2006	S	1,400	D	\$	44.6	71,845.385 (2)	D	
Common Stock							2,910.623 (3)	I	Cust. for Rel.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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 & CEO	

Signatures

Rhonda M. Figueroa - Attorney-In-Fact (POA
on file)

02/09/2006

____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) This is form 2 of 2 - these are a continuation of form 1 of 2 submitted 2/10/06.

(2) Total includes shares held outright, shares held in company ESOP Plan that are accounted for on a unitized basis and reflects calculated value, and shares in Compensation Deferral Plan which includes reinvested dividends.

(3) Total includes reinvested dividends through 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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