

NEW JERSEY RESOURCES CORP

Form 4

December 18, 2014

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 *
ZILAI DEBORAH G

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)
12/18/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President, Subsidiary

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/18/2014		A		840 ⁽¹⁾	A	\$ 58.62
							33,191.265
							D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)	12/18/2014		A		2,985		(3)	(3)	Common Stock	2,985
Performance Shares	(4)	12/18/2014		A		500		(4)	(4)	Common Stock	500
Performance Shares	(5)	12/18/2014		A		420		(5)	(5)	Common Stock (5)	420

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZILAI DEBORAH G C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719	Vice President, Subsidiary

Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on File) 12/18/2014

__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).

Represents shares of restricted stock granted pursuant to the New Jersey Resources Corporation (NJRC) 2007 Stock Award and Incentive Plan. Shares will vest in three equal installments on October 15, 2015, October 15, 2016 and October 15, 2017, subject to the continued employment of the reporting person by NJRC, except under certain conditions.

(1) Plan. Shares will vest in three equal installments on October 15, 2015, October 15, 2016 and October 15, 2017, subject to the continued employment of the reporting person by NJRC, except under certain conditions.

(2) Each deferred stock unit represents a contingent right to receive one share of New Jersey Resources common stock.

(3) Deferred stock unit is payable subject to certain conditions on October 15, 2017.

Represents performance shares granted pursuant to the NJRC 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable total shareholder return performance goal for the 36 month period ending September 30, 2017 has been met.

Represents performance shares granted pursuant to the NJRC 2007 Stock Award and Incentive Plan. Performance shares will be vested and non-forfeitable upon certification by the Leadership Development and Compensation Committee that the applicable net financial earnings performance goal for the 36 month period ending September 30, 2017 has been met.

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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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