

DOWNES LAURENCE M
Form 4
February 09, 2005

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 *
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)

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

(Last) (First) (Middle)
C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2005

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2005		M		30,000	A	\$ 24.625
Common Stock	02/07/2005		S		4,000	D	\$ 43.5 0
Common Stock	02/07/2005		S		1,100	D	\$ 43.51 0
Common Stock	02/07/2005		S		1,400	D	\$ 43.52 0
	02/07/2005		S		2,900	D	\$ 43.53 0

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Common Stock								
Common Stock	02/07/2005	S	2,100	D	\$ 43.54	0		D
Common Stock	02/07/2005	S	7,100	D	\$ 43.55	0		D
Common Stock	02/07/2005	S	600	D	\$ 43.56	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.57	0		D
Common Stock	02/07/2005	S	100	D	\$ 43.58	0		D
Common Stock	02/07/2005	S	600	D	\$ 43.64	0		D
Common Stock	02/07/2005	S	2,000	D	\$ 43.65	0		D
Common Stock	02/07/2005	S	500	D	\$ 43.66	0		D
Common Stock	02/07/2005	S	1,900	D	\$ 43.69	0		D
Common Stock	02/07/2005	S	1,400	D	\$ 43.7	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.83	0		D
Common Stock	02/07/2005	S	200	D	\$ 43.86	0		D
Common Stock	02/07/2005	S	300	D	\$ 43.94	0		D
Common Stock	02/07/2005	S	400	D	\$ 43.95	0		D
Common Stock	02/07/2005	S	1,700	D	\$ 44	0		D
Common Stock	02/07/2005	S	100	D	\$ 44.05	0		D
Common Stock	02/07/2005	S	1,200	D	\$ 44.15	<u>63,986.019</u> (2)		D
Common Stock						2,905.373	(3)	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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)
Stock Option (Right-to-Buy)	\$ 24.625 (4)	02/07/2005		M	30,000 (5)	01/26/2000(6) 01/26/2009	Common Stock

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 and CEO	

Signatures

Oleta J. Harden - Attorney-In-Fact (POA on file) 02/09/2005

**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 2/9/05.
- (2) Total includes the following: 1) shares purchased with reinvested dividends in DRP; 2) shares held in company ESOP that are accounted for on a unitized basis and reflects calculated value.
- (3) Total includes reinvested dividends through DRP.
- (4) Price reflects change due to 3 for 2 stock split as of 3/1/02.
- (5) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
- (6) 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.