

DOWNES LAURENCE M
Form 4
February 10, 2006

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)

(Last) (First) (Middle)

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

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

C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

(Street)

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

WALL, NJ 07719

(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 or Price (A) or (D)		
Common Stock	02/09/2006		S		300 D \$ 44.36	0 ⁽¹⁾	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		D
						<u>(2)</u>		
Common Stock						2,910.623	<u>(3)</u>	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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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. 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.