

NEW JERSEY RESOURCES CORP
 Form 4
 December 18, 2014

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 *
 Westhoven Stephen D

(Last) (First) (Middle)

C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

(Street)

WALL, NJ 07719

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NEW JERSEY RESOURCES CORP [NJR]

3. Date of Earliest Transaction (Month/Day/Year)
 12/18/2014

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior V.P., Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Amount or Price		
Common Stock	12/18/2014		A	(1)	4,947 \$ 58.62	D	
					30,881.276		

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

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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)	Amount or Number of Shares
Deferred Stock Units	(2)	12/18/2014		A	20,471	(3) (3)	Common Stock	20,471
Performance Shares	(4)	12/18/2014		A	2,945	(4) (4)	Common Stock	2,945
Performance Shares	(5)	12/18/2014		A	2,474	(5) (5)	Common Stock	2,474

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Westhoven Stephen D
C/O NEW JERSEY RESOURCES CORPORATION
1415 WYCKOFF ROAD
WALL, NJ 07719

Senior V.P., 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 (NJR) 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 NJR, 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 NJR, except under certain conditions.

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

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

Represents performance shares granted pursuant to the NJR 2007 Stock Award and Incentive Plan. Performance shares will become 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.

(4) Represents performance shares granted pursuant to the NJR 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.

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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