#### NEW JERSEY RESOURCES CORP

Form 4

December 15, 2014

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Westhoven Stephen D			Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			[NJR]	Y RESOURCES CORP	(Chee	ck all applicable)		
(Last)	(First)	(Middle)	3. Date of Earlies (Month/Day/Year			10% Owner Other (specify		
C/O NEW JERSEY RESOURCES			12/11/2014		below) below) Senior V.P., Subsidiary			
CORPORA	TION, 1415 V	VYCKOFF			Semo	i v.i ., Substatury		
ROAD								
	(Street)		4. If Amendment	, Date Original	6. Individual or J	oint/Group Filing(Check		
			Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by	One Reporting Person		
WALL, NJ	07719				Form filed by I Person	More than One Reporting		
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acq	quired, Disposed o	of, or Beneficially Owned		
1.Title of	2. Transaction l			4. Securities Acquired		6. Ownership 7. Nature of		
C:4	(M =41- /D /N/	P	D.4. :f T		C:4:	Danier Dinast Indiasat		

							,	,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/11/2014		M	5,125	A	\$ 30.37	31,059.276	D	
Common Stock	12/11/2014		S	5,125	D	\$ 60	25,934.276	D	

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

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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)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title A O
Options (Right-to-Buy)	\$ 30.37	12/11/2014	M	5,125	05/17/2006(1)	05/17/2015	Common Stock

# **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)

12/15/2014

\*\*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).
- (1) Options are exercisable 25% each year beginning the first anniversary date indicated 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.

Reporting Owners 2