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NEW JERSEY RESOURCES CORP

Form 4

November 13, 2015

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Ellis Kathleen T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NEW JERSEY RESOURCES CORP

(Check all applicable)

Senior Vice President

10% Owner

[NJR]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

11/10/2015

Director X_ Officer (give title Other (specify below)

C/O NEW JERSEY RESOURCES CORPORATION, 1415 WYCKOFF ROAD

(Street)

(State)

11/10/2015

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

WALL, NJ 07719

(City)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Transaction(s)

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or (D) Price Amount

(Instr. 3 and 4) Code V

90,025.504 \$0 D M 8,191.2 Α (1) (2) (3) (4)

Common 11/10/2015 Stock

F 3.119 \$0 86,906.504 D

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

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SEC 1474 (9-02)

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on 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 Amoun Underlying Securiti (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N
Common Stock	<u>(1)</u>	11/10/2015		M	6,826	11/10/2015(1)	11/10/2015(1)	Performance Shares

Reporting Owners

on File)

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
Ellis Kathleen T C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719			Senior Vice President		
Signatures					
Rhonda M. Figueroa - Attorney-in-Fact (POA	11/13/2	015			

Explanation of Responses:

**Signature of Reporting Person

- * 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 number of shares, which vested at 120% of the target (plus accrued dividends) after a 33-month period beginning on January 1, 2013, upon certification by the Leadership Development and Compensation Committee of New Jersey Resources Corporation's (NJR) performance versus the applicable performance goals. Performance shares converted 1 for 1 into shares of NJR Common Stock. There is no purchase or sale price upon vesting of the Performance Shares.

Date

- (2) Total reflects a two for one stock split on March 3, 2015.
- (3) Total includes an accrual of 886.711 shares of New Jersey Resources Corporation (NJR) Common Stock through the NJR Dividend Reinvestment Plan (DRP).
- (4) Total includes shares held in the New Jersey Resources Corporation (NJR) 401-k Plan that are accounted for on a unitized basis that reflects a calculated value, and shares purchased through the NJR Dividend Reinvestment Plan (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.

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