Westhoven Stephen D Form 4

November 15, 2018

Check this box

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Westhoven Stephen D			2. Issuer Name and Ticker or Trading Symbol NEW JERSEY RESOURCES CORP [NJR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (N ERSEY RESOUL TION, 1415 WYO		3. Date of Earliest Transaction (Month/Day/Year) 11/13/2018					Director 10% Owner X Officer (give title Other (specify below) below) President & COO			
	(Street)	treet) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
WALL, NJ						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)	Execution		3. Transaction Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)	
				C-1- V	A	or	D.:	Transaction(s) (Instr. 3 and 4)			
Common Stock	11/13/2018			Code V M	2,874	(D)	Price \$ 0	135,155.093 (1)	D		
Common Stock	11/13/2018			F	1,518	D	\$ 47.98	133,637.093 (2)	D		
Common Stock	11/13/2018			M	2,414	A	\$ 0	137,376.587 (3)	D		
Common Stock	11/13/2018			F	1,559	D	\$ 47.98	135,817.587 (2)	D		
	11/13/2018			M	2,204	A	\$0		D		

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Common Stock						138,078.587 (4)	
Common Stock	11/13/2018	F	1,114	D	\$ 47.98	136,964.587	D

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. 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(5)</u>	11/13/2018		M	2,874	<u>(5)</u>	<u>(5)</u>	Common Stock	2,874
Performance Shares	<u>(6)</u>	11/13/2018		M	2,414	<u>(6)</u>	<u>(6)</u>	Common Stock	2,414
Performance Shares	<u>(7)</u>	11/13/2018		M	2,204	<u>(7)</u>	<u>(7)</u>	Common Stock	2,204

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10	% Owner Offi	icer Ot	her		

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

President & COO

Signatures

/s/ Richard Reich, as attorney-in-fact for Stephen D. 11/15/2018 Westhoven

> **Signature of Reporting Person Date

2 Reporting Owners

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).
- Total has been adjusted downward by 29 shares to reflect Performance Shares vesting at 99% of target, plus 237 shares for accrued (1) dividend equivalents upon vesting of the award. Each dividend equivalent converts into 1 share of New Jersey Resources Corporation (NJR) Common Stock upon vesting.
- (2) Represents shares withheld to pay taxes due upon vesting of Performance Share awards.
- Total has been adjusted upward by 507 shares to reflect Performance Shares vesting at 121% of target; plus 244 shares for accrued dividend equivalents; and 574.494 for accrued shares through the NJR Dividend Reinvestment Plan. Each dividend equivalent converts into 1 share of common stock upon vesting.
- (4) Total has been adjusted upward by 57 shares for accrued dividend equivalents. Each dividend equivalent converts into 1 share of NJR Common Stock upon vesting.
- Represents number of Performance Shares, which vested at 99% of the target (plus accrued dividends) after a 36-month period beginning on October 1, 2015, 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.
- Represents number of Performance Shares, which vested at 121% of the target (plus accrued dividends) after a 36-month period beginning on October 1, 2015, upon certification by the Leadership Development and Compensation Committee of NJR's 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.
- Represents first vesting of performance-based restricted stock units (PBRSU) previously granted on November 14, 2017 upon certification by the Leadership Development and Compensation Committee of NJR performance versus the applicable performance goal. PBRSU converted 1 for 1 into shares of NJR Common Stock; the remaining shares will vest in two equal annual installments beginning in November of 2019.

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.