

NEW JERSEY RESOURCES CORP  
 Form 4  
 November 30, 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

(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)  
 11/28/2006

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)  
 Chairman, President and CEO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        |                                                          |                                            |
| Common Stock                    | 11/29/2006                           |                                                    | S                              |                                                                   | 300                                                                                           | D                                                        | \$ 51.41                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 71,333.676 (1)                             |
| Common Stock                    | 11/29/2006                           |                                                    | S                              |                                                                   | 500                                                                                           | D                                                        | \$ 51.42                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 70,833.676                                 |
| Common Stock                    | 11/29/2006                           |                                                    | S                              |                                                                   | 800                                                                                           | D                                                        | \$ 51.44                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 70,033.676                                 |
| Common Stock                    | 11/29/2006                           |                                                    | S                              |                                                                   | 200                                                                                           | D                                                        | \$ 51.45                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 69,833.676                                 |
|                                 | 11/29/2006                           |                                                    | S                              |                                                                   | 200                                                                                           | D                                                        | \$ 51.5                                    |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 69,633.676                                 |

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|              |            |   |        |   |          |                        |   |                |
|--------------|------------|---|--------|---|----------|------------------------|---|----------------|
| Common Stock |            |   |        |   |          |                        |   |                |
| Common Stock | 11/29/2006 | S | 100    | D | \$ 51.51 | 69,533.676             | D |                |
| Common Stock | 11/29/2006 | S | 500    | D | \$ 51.52 | 69,033.676             | D |                |
| Common Stock | 11/29/2006 | S | 200    | D | \$ 51.54 | 68,833.676             | D |                |
| Common Stock | 11/29/2006 | S | 100    | D | \$ 51.55 | 68,733.676             | D |                |
| Common Stock | 11/29/2006 | S | 500    | D | \$ 51.56 | 68,233.676             | D |                |
| Common Stock | 11/29/2006 | S | 100    | D | \$ 51.58 | 68,133.676             | D |                |
| Common Stock | 11/29/2006 | S | 400    | D | \$ 51.59 | 67,733.676             | D |                |
| Common Stock | 11/29/2006 | S | 400    | D | \$ 51.6  | 67,333.676             | D |                |
| Common Stock | 11/29/2006 | S | 800    | D | \$ 51.61 | 66,533.676             | D |                |
| Common Stock | 11/29/2006 | S | 300    | D | \$ 51.62 | 66,233.676             | D |                |
| Common Stock | 11/29/2006 | S | 100    | D | \$ 51.63 | 66,133.676             | D |                |
| Common Stock | 11/29/2006 | S | 200    | D | \$ 51.54 | 65,933.676             | D |                |
| Common Stock | 11/29/2006 | S | 600    | D | \$ 51.65 | 65,333.676             | D |                |
| Common Stock | 11/29/2006 | S | 200    | D | \$ 51.66 | 65,133.676             | D |                |
| Common Stock | 11/29/2006 | S | 10,700 | D | \$ 51.68 | 54,433.676             | D |                |
| Common Stock | 11/29/2006 | S | 100    | D | \$ 51.69 | 54,333.676             | D |                |
| Common Stock |            |   |        |   |          | 178.661 <sup>(3)</sup> | I | Cust. for Rel. |

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. 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 Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 and CEO

## Signatures

Rhonda M. Figueroa - Attorney-in-Fact (POA on file)

11/30/2006

\_\_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) Part 2 of 2 - continuation of Part 1 of 2 of the Form 4 submitted this date.

(2) Total includes shares held outright; shares held in company ESOP Plan that are accounted for on a unitized basis and reflect calculated value, and shares in the Company's compensation deferral plan which includes reinvested dividends.

(3) Total includes reinvested dividends through the Company's Dividend Reinvestment Plan.

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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