

NEW JERSEY RESOURCES CORP

Form 4

November 17, 2016

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Migliaccio Patrick J.

2. Issuer Name **and** Ticker or Trading
Symbol

NEW JERSEY RESOURCES CORP
[NJR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1415 WYCKOFF ROAD

(Street)

WALL, NJ 07719

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2016

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
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)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2016		M		2,103.486	A	\$ 0
Common Stock	11/15/2016		F		1,091	D	\$ 34.45
Common Stock	11/15/2016		M		2,708.339	A	\$ 0
Common Stock	11/15/2016		F		1,405	D	\$ 34.45
Common Stock	11/15/2016		A		2,061	A	\$ 0

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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)

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. Date
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(1)	11/15/2016		M	2,256	(1)	(1)	Common Stock
Performance Shares	(2)	11/15/2016		M	1,646	(2)	(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Migliaccio Patrick J. 1415 WYCKOFF ROAD WALL, NJ 07719	Senior VP and CFO

Signatures

/s/ Richard Reich, as attorney-in-fact for Patrick J. Migliaccio 11/17/2016

____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) Represents number of Performance Shares, which vested at 85% of the target amount (plus accrued dividends), after a 33-month period beginning on January 1, 2014, upon certification by the Leadership Development and Compensation Committee (LDCC) of the Board of Directors of New Jersey Resources Corporation (NJRC) of NJRC's performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJRC common stock. There is no purchase or sale price upon vesting of the Performance Shares.

(2)

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Represents number of Performance Shares, which vested at 150% of the target amount (plus accrued dividends), after a 36-month period beginning on October 1, 2013, upon certification by the Leadership Development and Compensation Committee (LDCC) of the Board of Directors of New Jersey Resources Corporation (NJRC) of NJRC's performance versus the applicable performance goal. Performance Shares converted 1 for 1 into shares of NJRC common stock. There is no purchase or sale price upon vesting of the Performance Shares.

- (3) Represents grant of restricted stock units under the New Jersey Resources Corporation (NJRC) 2007 Stock Award and Incentive Plan. Each restricted stock unit vests on October 15, 2019 and represents a contingent right to receive one share of NJRC common stock.

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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