

NEW JERSEY RESOURCES CORP  
 Form 4  
 May 12, 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 \*  
 Massaro Thomas

(Last) (First) (Middle)

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)  
 05/11/2006

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 Vice President of Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)  
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/11/2006		M		62 A \$ 19.6667	2,085.725 <sup>(1)</sup>	D
Common Stock	05/11/2006		S		62 D \$ 45.1	2,023.725 <sup>(1)</sup>	D
Common Stock	05/11/2006		M		159 A \$ 23.625	2,182.725 <sup>(1)</sup>	D
Common Stock	05/11/2006		S		159 D \$ 45.1	2,023.725 <sup>(1)</sup>	D
	05/11/2006		M		266 A	2,289.725 <sup>(1)</sup>	D

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Common Stock \$ 25.3333  
 Common Stock 05/11/2006 S 266 D \$ 45.1 2,023.725 <sup>(1)</sup> 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)	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 19.6667 <sup>(2)</sup>	05/11/2006		M	62 <sup>(3)</sup>	12/10/1997 <sup>(4)</sup> 12/10/2006	Common Stock	62
Stock Option (Right-to-Buy)	\$ 23.625 <sup>(2)</sup>	05/11/2006		M	159 <sup>(3)</sup>	12/16/1998 <sup>(4)</sup> 12/16/2007	Common Stock	159
Stock Option (Right-to-Buy)	\$ 25.333 <sup>(2)</sup>	05/11/2006		M	266 <sup>(3)</sup>	12/17/1999 <sup>(4)</sup> 12/17/2008	Common Stock	266

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Massaro Thomas NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719			Vice President of Subsidiary	

## Signatures

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

05/12/2006

\_\_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) Total includes shares held in company ESOP Plan that are accounted for on a unitized basis that reflects a calculated value.
  - (2) Price reflects change due to 3 for 2 stock split as of 3/1/02.
  - (3) Option shares represent increase due to 3 for 2 stock split as of 3/1/02.
  - (4) Options are exercisable 25% each year beginning on the first anniversary date, which is listed 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.