Westhoven Stephen D
Form 4
November 15, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Westhoven Stephen D

(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)
11/13/2018

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)
President & COO

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	(A) or (D)	Price			
Common Stock	11/13/2018		M		2,874	A	$ 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	

Common Stock							138,078.587 (4)	
Common Stock	11/13/2018		F	1,114	D	$ 47.98	136,964.587 (2)	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 Securities (Instr. 3 and 4)		8. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Shares	(5)	11/13/2018		M			2,874	(5)	(5)	Common Stock	2,874	
Performance Shares	(6)	11/13/2018		M			2,414	(6)	(6)	Common Stock	2,414	
Performance Shares	(7)	11/13/2018		M			2,204	(7)	(7)	Common Stock	2,204	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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. Westhoven	11/15/2018
**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 has been adjusted downward by 29 shares to reflect Performance Shares vesting at 99% of target, plus 237 shares for accrued 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.

(3) 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.

(5) 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.

(6) 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.

(7) 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.
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