

NEW JERSEY RESOURCES CORP

Form 4/A

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOCKWOOD GLENN C

(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)
11/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/17/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive V.P.

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	11/15/2016		M		5,110.623	A	\$ 0
Common Stock	11/15/2016		F		2,650	D	\$ 34.45
Common Stock	11/15/2016		M		3,968.278	A	\$ 0
Common Stock	11/15/2016		F		2,058	D	\$ 34.45

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares	<u>(1)</u>	11/15/2016		M	3,106	<u>(1)</u> 09/30/2016	Common Stock <u>(3)</u> 3,106
Performance Shares	<u>(2)</u>	11/15/2016		M	4,256	<u>(2)</u> 09/30/2016	Common Stock <u>(3)</u> 4,256

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LOCKWOOD GLENN C C/O NEW JERSEY RESOURCES CORPORATION 1415 WYCKOFF ROAD WALL, NJ 07719	Executive V.P.

Signatures

/s/ Richard Reich, as attorney-in-fact for Glenn C. Lockwood

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 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.

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- 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)
- (3) Total reflects a two for one stock split on March 3, 2015.

Remarks:

Form amended to correct signature.

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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