

MUNIYIELD NEW JERSEY FUND INC
Form N-CSR/A
April 01, 2005

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act file number 811-06570

Name of Fund: MuniYield New Jersey Fund, Inc.

Fund Address: P.O. Box 9011
Princeton, NJ 08543-9011

Name and address of agent for service: Robert C. Doll, Jr., President, MuniYield
New Jersey Fund, Inc., 800 Scudders Mill Road, Plainsboro, NJ 08536.
Mailing address: P.O. Box 9011, Princeton, NJ 08543-9011

Registrant's telephone number, including area code: (609) 282-2800

Date of fiscal year end: 11/30/04

Date of reporting period: 12/01/03 - 11/30/04

Item 1 - Report to Stockholders

[LOGO] Merrill Lynch Investment Managers

www.mlim.ml.com

MuniYield New Jersey
Fund, Inc.

Annual Report
November 30, 2004

[LOGO] Merrill Lynch Investment Managers

MuniYield New Jersey Fund, Inc.

The Benefits and Risks of Leveraging

MuniYield New Jersey Fund, Inc. utilizes leveraging to seek to enhance the yield and net asset value of its Common Stock. However, these objectives cannot be achieved in all interest rate environments. To leverage, the Fund issues Preferred Stock, which pays dividends at prevailing short-term interest rates, and invests the proceeds in long-term municipal bonds. The interest earned on these investments, net of dividends to Preferred Stock, is paid to Common Stock shareholders in the form of dividends, and the value of these portfolio holdings is reflected in the per share net asset value of the Fund's Common Stock. However, in order to benefit Common Stock shareholders, the yield curve must be positively sloped; that is, short-term interest rates must be lower than long-term interest rates. At the same time, a period of generally declining interest rates will benefit Common Stock shareholders. If either of these

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

conditions change, then the risks of leveraging will begin to outweigh the benefits.

To illustrate these concepts, assume a fund's Common Stock capitalization of \$100 million and the issuance of Preferred Stock for an additional \$50 million, creating a total value of \$150 million available for investment in long-term municipal bonds. If prevailing short-term interest rates are approximately 3% and long-term interest rates are approximately 6%, the yield curve has a strongly positive slope. The fund pays dividends on the \$50 million of Preferred Stock based on the lower short-term interest rates. At the same time, the fund's total portfolio of \$150 million earns the income based on long-term interest rates. Of course, increases in short-term interest rates would reduce (and even eliminate) the dividends on the Common Stock.

In this case, the dividends paid to Preferred Stock shareholders are significantly lower than the income earned on the fund's long-term investments, and therefore the Common Stock shareholders are the beneficiaries of the incremental yield. However, if short-term interest rates rise, narrowing the differential between short-term and long-term interest rates, the incremental yield pickup on the Common Stock will be reduced or eliminated completely. At the same time, the market value of the fund's Common Stock (that is, its price as listed on the New York Stock Exchange) may, as a result, decline. Furthermore, if long-term interest rates rise, the Common Stock's net asset value will reflect the full decline in the price of the portfolio's investments, since the value of the fund's Preferred Stock does not fluctuate. In addition to the decline in net asset value, the market value of the fund's Common Stock may also decline.

As a part of its investment strategy, the Fund may invest in certain securities whose potential income return is inversely related to changes in a floating interest rate ("inverse floaters"). In general, income on inverse floaters will decrease when short-term interest rates increase and increase when short-term interest rates decrease. Investments in inverse floaters may be characterized as derivative securities and may subject the Fund to the risks of reduced or eliminated interest payments and losses of invested principal. In addition, inverse floaters have the effect of providing investment leverage and, as a result, the market value of such securities will generally be more volatile than that of fixed-rate, tax-exempt securities. To the extent the Fund invests in inverse floaters, the market value of the Fund's portfolio and the net asset value of the Fund's shares may also be more volatile than if the Fund did not invest in these securities. As of November 30, 2004, the percentage of the Fund's total net assets invested in inverse floaters was 11.38%, before the deduction of Preferred Stock.

Swap Agreements

The Fund may also invest in swap agreements, which are over-the-counter contracts in which one party agrees to make periodic payments based on the change in market value of a specified bond, basket of bonds, or index in return for periodic payments based on a fixed or variable interest rate or the change in market value of a different bond, basket of bonds or index. Swap agreements may be used to obtain exposure to a bond or market without owning or taking physical custody of securities. Swap agreements involve the risk that the party with whom the Fund has entered into the swap will default on its obligation to pay the Fund and the risk that the Fund will not be able to meet its obligations to pay the other party to the agreement.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Dear Shareholder

As we ended the current reporting period, several topics weighed heavily on investors' minds. Among them were questions about economic growth, corporate earnings, interest rates and inflation, politics, the price of oil and terrorism -- all issues that are worth addressing here.

While the pace of economic expansion slowed somewhat between the first and second quarters of 2004, gross domestic product reaccelerated in the third quarter and is expected to approach 4% for the year. The generally favorable economic environment has benefited American corporations, which continued to post strong earnings. Although the extraordinary results seen in 2004 are likely to moderate in 2005, solid productivity, improved revenue growth and cost discipline all point to a vital corporate sector.

In terms of inflation and interest rates, the Federal Reserve Board has signaled its confidence in the economic recovery by increasing the Federal Funds target rate five times since June 2004, from 1% to 2.25% as of the December 14 Federal Open Market Committee meeting. Inflation, for its part, has remained fairly subdued.

While the re-election of President Bush was generally viewed as business-friendly, the rising price of oil continued to be a concern for consumers and corporations. But even having exceeded \$50 per barrel recently, the situation is far from the crisis proportions we saw in the 1980s. Lastly, but importantly, terrorism and geopolitical tensions are unwelcome realities we are forced to live with today. Historically, however, the financial effects of any single event tend to be short-lived.

Amid the uncertainty, the Lehman Brothers Municipal Bond Index posted a 12-month return of +4.07% and a six-month return of +4.30% as of November 30, 2004. Long-term bond yields were volatile, but ultimately little changed, over the past year.

The key during uncertain times is to remain focused on the big picture. Investment success comes not from reacting to short-term volatility, but from maintaining a long-term perspective and adhering to the disciplines of asset allocation, diversification and rebalancing. We encourage you to work with your financial advisor to ensure these time-tested techniques are incorporated into your investment plan.

Finally, after 35 years in the asset management business, it is with great satisfaction and some nostalgia that I embark on my retirement, effective January 1, 2005. The industry has evolved significantly over the past three and a half decades, and I am privileged to have been a part of it. I wish you continued success as you pursue your investment goals and, as always, I thank you for allowing Merrill Lynch Investment Managers to be a part of your financial life.

Sincerely,

/s/ Terry K. Glenn

Terry K. Glenn
President and Director

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

[LOGO] Merrill Lynch Investment Managers

A Discussion With Your Fund's Portfolio Manager

We increased the Fund's use of leverage and shifted from a relatively defensive stance to a more neutral view on interest rates -- two moves that benefited performance in the second half of the fiscal year.

Describe the recent market environment relative to municipal bonds.

Over the past 12 months, amid considerable monthly volatility, long-term Treasury bond yields were little changed -- despite a doubling of short-term interest rates by the Federal Reserve Board (the Fed).

After holding at 1% for just over a year, the Fed increased interest rates four times between June and November 2004, bringing the Federal Funds target rate to 2% by period-end. (The Fed raised the Federal Funds rate once more after the close of the period, bringing it to 2.25% as of December 14.) For the fiscal year ended November 30, 2004, the yield on the 30-year Treasury bond declined 13 basis points (.13%) to 5%. The yield on the 10-year Treasury note was essentially unchanged over the past 12 months, ending the period at 4.35%.

While tax-exempt bond yields followed the same pattern as their taxable counterparts, volatility was more subdued than in the Treasury market. Long-term revenue bond yields, as measured by the Bond Buyer Revenue Bond Index, rose six basis points during the year. According to Municipal Market Data, yields on AAA-rated issues maturing in 30 years rose four basis points to 4.76%, while yields on 10-year, AAA-rated issues rose 10 basis points to 3.66%.

During the past 12 months, more than \$360 billion in new long-term tax-exempt bonds was underwritten nationally, a decline of approximately 6% versus last year's issuance. In New Jersey, supply was down 14% for the year. This changed dramatically in the last three months of the period, as New Jersey supply increased an extraordinary 70% versus the same three months a year ago.

Describe conditions in the State of New Jersey.

In general, New Jersey's economy continued to improve over the past year, mirroring the broad-based recovery evident throughout much of the country. The state's 2005 fiscal year began on July 1 with a legal challenge to the state budget. The Republican-led lawsuit concerned New Jersey's use of revenues obtained from the securitization of motor vehicle fees and cigarette taxes to balance the budget. The state Supreme Court ruled such use of "deficit bonding" unconstitutional, but the court did allow the debt financing to continue as planned, even as it was prohibited for use in balancing future budgets. Shortly after the court's ruling in late July, Moody's, Standard & Poor's (S&P) and Fitch all downgraded New Jersey's credit rating one notch to Aa3, AA- and AA-, respectively. All three rating agencies maintained a stable outlook on New Jersey's debt.

During August and September 2004, the state was active in the debt market, participating in several revenue and refunding deals. Through the New Jersey Economic Development Authority, the state issued \$807.5 million in bonds backed by motor vehicle surcharges. This motor vehicle securitization was rated Baa1 by Moody's and A by S&P. The state also refinanced \$1.4 billion in debt issued for the Transportation Trust Fund Authority, providing \$88 million in near-term debt-service savings.

In September, the state announced that revenue collections for the first two months of the 2005 fiscal year were on budget. Collections totaled more than \$3.3 billion, representing a 0.4% increase over projections. On November 15, Governor James McGreevey left office after announcing his resignation in August.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Senate President Richard J. Codey will serve as acting governor through January 2006.

How did the Fund perform during the fiscal year in light of the existing market conditions?

For the 12-month period ended November 30, 2004, the Common Stock of MuniYield New Jersey Fund, Inc. had net annualized yields of 6.30% and 6.52%, based on a year-end per share net asset value of \$15.25 and a per share market price of \$14.73, respectively, and \$.960 per share income dividends. Over the same period, the total investment return on the Fund's Common Stock was +5.84%, based on a change in per share net asset value from \$15.39 to \$15.25, and assuming reinvestment of all distributions.

The Fund's total return for the year, based on net asset value, paced the +5.83% average return of the Lipper New Jersey Municipal Debt Funds category. (Funds in this Lipper category invest in securities exempt from taxation in New Jersey or a city in New Jersey.) Fund performance was primarily driven by two factors. First, the portfolio was positioned somewhat defensively in the first part of the year in anticipation of rising interest rates and a weak overall environment for fixed

4

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

income securities. As the period progressed and the market fared much better than expected, we shifted to a more neutral duration profile relative to our peers. This move proved beneficial as the bond market rallied in the last six months of the period. Second, we issued an additional \$21.5 million in Preferred Stock in August 2004, bringing the portfolio's leverage ratio in line with our peers. This issuance, along with the duration extension (that is, heightened interest rate sensitivity) associated with our strategy shift, resulted in better relative performance during the second half of the fiscal year.

For the six-month period ended November 30, 2004, the total investment return on the Fund's Common Stock was +7.39%, based on a change in per share net asset value from \$14.68 to \$15.25, and assuming reinvestment of all distributions. The Fund's total return for the six-month period exceeded the +7.17% average return of the Lipper category.

For a description of the Fund's total investment return based on a change in the per share market value of the Fund's Common Stock (as measured by the trading price of the Fund's shares on the New York Stock Exchange), and assuming reinvestment of dividends, please refer to the Financial Highlights section of this report. As a closed-end fund, the Fund's shares may trade in the secondary market at a premium or discount to the Fund's net asset value. As a result, total investment returns based on changes in the market value of the Fund's Common Stock can vary significantly from total investment returns based on changes in the Fund's net asset value.

What changes were made to the portfolio during the year?

Our efforts to reposition the portfolio focused on adding longer-dated bonds in the 25-year to 30-year maturity range, and selling some of our holdings in the 15-year to 20-year maturity range. Our statistical analysis of the yield curve revealed that, on a historical basis, there is greater relative value to be achieved by investing further out on the curve. At the same time, this move allowed us to accomplish our goal of extending the portfolio's average duration to a more neutral level.

As mentioned earlier, new issuance of New Jersey municipal bonds increased

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

dramatically in the final three months of the fiscal period, giving us ample opportunity to achieve our restructuring goals. Interestingly, the increase in New Jersey supply is in sharp contrast to a 10% decrease in municipal bond issuance throughout the rest of the country in the last three months. Finally, throughout the period, the Fund maintained minimal cash reserves as well as above-market concentrations in education and healthcare issues.

For the six-month period ended November 30, 2004, the Fund's Auction Market Preferred Stock (AMPS) had an average yield of 1.19% for Series A, 1.12% for Series B and 1.34% for Series C. These still attractive funding levels, in combination with the steep municipal yield curve, continued to provide a significant income benefit to the Fund's Common Stock shareholders from the leveraging of Preferred Stock. While the Fed is likely to continue raising short-term interest rates, the increases are expected to be gradual and should not have an immediate material impact on the positive advantage leverage has had on the Fund's Common Stock yield. However, should the spread between short-term and long-term interest rates narrow, the benefits of leveraging will decline and, as a result, reduce the yield on the Fund's Common Stock. At the end of the period, the Fund's leverage amount, due to AMPS, was 35.46% of total net assets. (For a more complete explanation of the benefits and risks of leveraging, see page 2 of this report to shareholders.)

How would you characterize the Fund's position at the close of the period?

As a result of our restructuring efforts and additional issuance of Preferred Stock, the portfolio ended the period with a modest above-market duration. We expect to maintain that posture in the coming weeks, as supply in the New Jersey market is likely to tighten up as we approach year-end. Given seasonal trends, we expect that a significant number of bonds in the marketplace will be called by issuers prior to their maturity dates, which should inject a fair amount of funds into the market. Under these circumstances, we are fairly constructive on the prospects for the New Jersey municipal market. Of course, we will continue to monitor market and economic developments and stand ready to adjust our strategy as conditions warrant.

Theodore R. Jaeckel Jr., CFA
Vice President and Portfolio Manager

December 15, 2004

MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004 5

[LOGO] Merrill Lynch Investment Managers

Schedule of Investments (in Thousands)

	Face Amount	Municipal Bonds
=====		
New Jersey--142.9%		

	\$ 1,000	Burlington County, New Jersey, Bridge Commission Revenue Leasing Program), 5.25% due 8/15/2020
	1,500	Delaware River and Bay Authority Revenue Bonds, 5% due 1/
		Delaware River Joint Toll Bridge Commission, Pennsylvania

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Refunding Bonds:	
2,010	5% due 7/01/2021
3,645	5% due 7/01/2028

3,930	Delaware River Port Authority of Pennsylvania and New Jersey Series 396, 10.023% due 1/01/2019 (c) (e)

2,620	Essex County, New Jersey, Improvement Authority Revenue Bonds due 10/01/2028 (b)

Garden State Preservation Trust of New Jersey, Capital Appraisal Bonds, Series B (c):	
6,860	5.12%* due 11/01/2023
4,540	5.25%* due 11/01/2028

Garden State Preservation Trust of New Jersey, Open Space Preservation Revenue Bonds, Series A (c):	
4,300	5.80% due 11/01/2022
5,460	5.75% due 11/01/2028

Gloucester County, New Jersey, Improvement Authority, Solid Waste Recovery Revenue Refunding Bonds (Waste Management Inc. Project), Series A, 6.85% due 12/01/2029	
1,180	AMT, Series B, 7% due 12/01/2029
2,000	Series A, 6.85% due 12/01/2029

1,500	Hudson County, New Jersey, COP, Refunding, 6.25% due 12/01/2029

13,950	Hudson County, New Jersey, Improvement Authority, Facility Refunding Bonds (Hudson County Lease Project), 5.375% due 12/01/2029

Jackson Township, New Jersey, School District, GO (b):	
3,090	5% due 4/15/2018
3,750	5% due 4/15/2019

Middlesex County, New Jersey, Improvement Authority, County Bonds (Golf Course Projects):	
1,455	5.25% due 6/01/2022
3,050	5% due 6/01/2029

1,500	Middlesex County, New Jersey, Pollution Control Financing Refunding Bonds (Amerada Hess Corporation), 6.05% due 9/15/2029

Monmouth County, New Jersey, Improvement Authority, Government Refunding Bonds (a):	
2,235	5% due 12/01/2015
2,345	5% due 12/01/2016

New Jersey EDA, Cigarette Tax Revenue Bonds:	
2,530	5.50% due 6/15/2016
1,720	5.625% due 6/15/2019
1,275	5.75% due 6/15/2029
370	5.50% due 6/15/2031
755	5.75% due 6/15/2034

Portfolio Abbreviations

To simplify the listings of MuniYield New Jersey Fund, Inc.'s portfolio holdings in the Schedule of Investments, we have abbreviated the names of many of the securities according to the list at right.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

AMT Alternative Minimum Tax (subject to)
 COP Certificates of Participation
 DRIVERS Derivative Inverse Tax-Exempt Receipts
 EDA Economic Development Authority
 EDR Economic Development Revenue Bonds
 GO General Obligation Bonds
 M/F Multi-Family
 RIB Residual Interest Bonds

6 MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004

Schedule of Investments (continued) (in Thousands)

Face Amount	Municipal Bonds

New Jersey (continued)	

\$ 600	New Jersey EDA, EDR (Masonic Charity Foundation of New Jersey), 5.25% due 6/01/2024
685	5.25% due 6/01/2032

1,500	New Jersey EDA, First Mortgage Revenue Bonds (Fellowship Village), 5.50% due 1/01/2028

1,250	New Jersey EDA, First Mortgage Revenue Refunding Bonds, Series A (Fellowship Village), 5.50% due 1/01/2018
3,500	(Fellowship Village), 5.50% due 1/01/2025
2,500	(The Winchester Gardens at Ward Homestead Project),
2,000	(The Winchester Gardens at Ward Homestead Project),

14,000	New Jersey EDA, Motor Vehicle Surcharge Revenue Bonds, Series A, 5.50% due 7/01/2033 (d)

5,575	New Jersey EDA, Natural Gas Facilities Revenue Refunding Bonds (New Jersey Gas Corporation), RIB, Series 371, 10.75% due 10/01/2022 (a)

	New Jersey EDA, Revenue Bonds:
400	(Department of Human Services), 5% due 7/01/2011
220	(Department of Human Services), 5% due 7/01/2012
3,850	(Saint Barnabas Project), Series A, 6.30%* due 7/01/2022
10,000	(Transportation Project), Sublease, Series A, 5.875% due 7/01/2022

2,095	New Jersey EDA, School Facilities Construction Revenue Bonds, Series A, 5.50% due 9/01/2027

3,335	New Jersey EDA, Water Facilities Revenue Bonds, RIB, AMT, Series A, 5.50% due 11/01/2034 (b) (e)

1,850	New Jersey EDA, Water Facilities Revenue Refunding Bonds, Series B, 5.125% due 4/01/2022 (a)

5,975	New Jersey Environmental Infrastructure Trust Revenue Bonds (New Jersey Environmental Infrastructure), Series A, 5.25% due 9/01/2017

1,100	New Jersey Health Care Facilities Financing Authority, Health Care Facilities Revenue Bonds (Catholic Health East), Series A, 5.375% due 11/15/2022

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

	New Jersey Health Care Facilities Financing Authority Revenue
2,345	(Pascack Valley Hospital Association), 6.625% due 7/01/2020
4,000	(Robert Wood University), 5.70% due 7/01/2020 (a)
1,875	(Somerset Medical Center), 5.50% due 7/01/2033
6,640	(South Jersey Hospital), 6% due 7/01/2026
2,000	(Southern Ocean County Hospital), 5.125% due 7/01/2020
4,200	(Southern Ocean County Hospital), Series A, 6.25% due 7/01/2020
	New Jersey Health Care Facilities Financing Authority, Revenue
1,020	(Atlantic City Medical Center), 6.25% due 7/01/2017
2,185	(Atlantic City Medical Center), 5.75% due 7/01/2025
1,650	(Capital Health System Inc.), Series A, 5.75% due 7/01/2025
5,500	(Holy Name Hospital), 6% due 7/01/2025
1,500	(Meridian Health System Obligation Group), 5.25% due 7/01/2025
2,250	(Meridian Health System Obligation Group), 5.375% due 7/01/2025
2,195	(Meridian Health System Obligation Group), 5.25% due 7/01/2025
4,150	New Jersey State Educational Facilities Authority, Higher Education
	Improvement Revenue Bonds, Series A, 5.125% due 9/01/2022
	New Jersey State Educational Facilities Authority Revenue
985	(Bloomfield College), Series A, 6.85% due 7/01/2030
2,000	(Georgian Court College Project), Series C, 6.50% due 7/01/2030
1,730	(Rowan University), Series B, 5.25% due 7/01/2017 (b)
1,620	(Rowan University), Series B, 5.25% due 7/01/2018 (b)
2,165	(Rowan University), Series C, 5.125% due 7/01/2028 (c)
1,955	(Rowan University), Series C, 5% due 7/01/2034 (d)
	New Jersey State Educational Facilities Authority, Revenue
5,305	(Montclair State University), Series L, 5% due 7/01/2020
3,870	(Princeton Theological Seminary), 5% due 7/01/2026
3,725	(Princeton University), Series E, 5% due 7/01/2020
1,000	(Rider University), 5% due 7/01/2017 (f)
1,255	(Rider University), Series A, 5.50% due 7/01/2023 (f)
1,450	(Rider University), Series A, 5.25% due 7/01/2034 (f)

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

7

[LOGO] Merrill Lynch Investment Managers

Schedule of Investments (continued)

(in Thousands)

Face Amount	Municipal Bonds
New Jersey (concluded)	
	New Jersey State Educational Facilities Authority, Revenue
	(concluded)
\$ 1,515	(William Paterson University), Series E, 5.25% due 7/01/2020
1,595	(William Paterson University), Series E, 5.25% due 7/01/2020
1,680	(William Paterson University), Series E, 5.25% due 7/01/2020
6,390	New Jersey State Higher Education Assistance Authority, State
	Bonds, AMT, Series A, 5.30% due 6/01/2017 (a)

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

2,500	New Jersey State Highway Authority, Garden State Parkway Refunding Bonds, 5.625% due 1/01/2010 (g)
5,350	New Jersey State Housing and Mortgage Finance Agency, Home Improvement Mortgage Tax Exemption Bonds, Series CC, 5.80% due 10/01/2020
3,335	Series U, 5.60% due 10/01/2012
1,795	New Jersey State Housing and Mortgage Finance Agency, Mortgage Revenue Bonds, Series A, 6.05% due 11/01/2020 (a)
3,650	New Jersey State Transit Corporation, COP: 6.50% due 4/01/2007 (c) (g)
3,620	(Federal Transit Administration Grants), Series B, 5.50% due 10/01/2007 (g)
5,250	New Jersey State Transportation Trust Fund Authority, Transportation Revenue Bonds: Series B, 5% due 6/15/2007 (d) (g)
7,400	Series C, 5.50% due 6/15/2019
5,000	New Jersey State Turnpike Authority, Turnpike Revenue Refunding Bonds, Series A, 5.75% due 1/01/2019 (d)
1,840	Newark, New Jersey, Housing Authority, Port Authority--Port Authority Newark Terminal Additional Rent-Backed Revenue Bonds (City of Newark Projects), 5% due 1/01/2037 (d)
5,000	Port Authority of New York and New Jersey, Consolidated Revenue Bonds, Series R, 6.125% due 6/01/2094
4,435	Port Authority of New York and New Jersey, Revenue Bonds, Class R, Series 10, 9.744% due 1/15/2017 (c) (e)
5,300	Port Authority of New York and New Jersey, Revenue Refunding Bonds, Series 153, 8.515% due 9/15/2012 (b) (e)
2,000	Port Authority of New York and New Jersey, Special Obligation Revenue Bonds (Newark International Air Terminal), AMT, Series 6, 5.75% due 12/01/2018 (g)
4,280	South Jersey Port Corporation of New Jersey, Revenue Refunding Bonds, Series 1, 4.75% due 1/01/2018
2,485	Series 2, 4.85% due 1/01/2019
2,000	Series 3, 5% due 1/01/2020
5,510	Tobacco Settlement Financing Corporation of New Jersey Revenue Refunding Bonds, Series 1, 6.75% due 6/01/2039
3,010	Series 2, 7% due 6/01/2041
1,585	Union County, New Jersey, Utilities Authority, Senior Lease Revenue Bonds (Ogden Martin System of Union), AMT, Series A (a) (e), 5.375% due 6/01/2017
1,175	Series A (a) (e), 5.375% due 6/01/2018
945	University of Medicine and Dentistry, New Jersey, Revenue Refunding Bonds, Series 1, 5.50% due 12/01/2018
1,900	Series 2, 5.50% due 12/01/2019
1,870	Series 3, 5.50% due 12/01/2020
1,435	Series 4, 5.50% due 12/01/2021

Puerto Rico--6.9%

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

2,500	Puerto Rico Electric Power Authority, Power Revenue Refund (b) 5% due 7/01/2025
1,900	Puerto Rico Industrial, Tourist, Educational, Medical and Facilities Revenue Bonds (Cogeneration Facility--AES Puer 6.625% due 6/01/2026
8,750	Puerto Rico Public Buildings Authority Revenue Bonds, DR 8.563% due 7/01/2021 (d) (e)

8 MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004

Schedule of Investments (concluded) (in Thousands)

Face Amount	Municipal Bonds
U.S. Virgin Islands--2.7%	
\$ 3,500	Virgin Islands Government Refinery Facilities Revenue Ref (Coker Project), AMT, 6.50% due 7/01/2021
1,900	Virgin Islands Public Finance Authority, Refinery Facilit (Hovensa Refinery), AMT, 5.875% due 7/01/2022
Total Municipal Bonds (Cost--\$311,813)--152.5%	
Shares Held	Short-Term Securities
9,631	CMA New Jersey Municipal Money Fund (i)
Total Short-Term Securities (Cost--\$9,631)--4.4%	
Total Investments (Cost--\$321,444@)--156.9%	
Liabilities in Excess of Other Assets--(2.0%)	
Preferred Stock, at Redemption Value--(54.9%)	
Net Assets Applicable to Common Stock--100.0%	

- (a) AMBAC Insured.
- (b) FGIC Insured.
- (c) FSA Insured.
- (d) MBIA Insured.
- (e) The interest rate is subject to change periodically and inversely based upon prevailing market rates. The interest rate shown is the rate in effect at November 30, 2004.
- (f) Radian Insured.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

- (g) Prerefunded.
- (h) XL Capital Insured.
- (i) Investments in companies considered to be an affiliate of the Fund (such companies are defined as "Affiliated Companies" in Section 2(a)(3) of the Investment Company Act of 1940) were as follows:

(in Thousands)

Affiliate	Net Activity	Dividend Income
CMA New Jersey Municipal Money Fund	2,920	\$31

- (j) All or a portion of security held as collateral in connection with open financial future contracts.

* Represents a zero coupon bond; the interest rate shown reflects the effective yield at the time of purchase by the Fund.

@ The cost and unrealized appreciation/depreciation of investments as of November 30, 2004, as computed for federal income tax purposes, were as follows:

(in Thousands)

Aggregate cost	\$321,150
Gross unrealized appreciation	\$ 19,501
Gross unrealized depreciation	(635)
Net unrealized appreciation	\$ 18,866

Forward interest rate swaps outstanding as of November 30, 2004 were as follows:

(in Thousands)

	Notional Amount	Unrealized Appreciation
Receive a variable rate equal to 7-Day Bond Market Association Municipal Swap Index Rate and pay a fixed rate of 4.128% interest		
Broker, J.P. Morgan Chase Bank Expires August 2026	\$5,310	\$ 89
Receive a variable rate equal to 7-Day Bond Market Association Municipal Swap Index Rate and pay a fixed rate equal to 3.837% interest		
Broker, J.P. Morgan Chase Bank Expires November 2018	\$2,510	35
Total		\$124

Financial futures contracts sold as of November 30, 2004 were as follows:

(in Thousands)

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Number of Contracts	Issue	Expiration Date	Face Value	Unrealized Appreciation
85	10-Year U.S. Treasury Future	December 2004	\$9,549	\$75

See Notes to Financial Statements.

MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004 9

[LOGO] Merrill Lynch Investment Managers

Statement of Net Assets

As of November 30, 2004

Assets

Investments in unaffiliated securities, at value (identified cost--\$311,812,599)	
Investments in affiliated securities, at value (identified cost--\$9,630,987)	
Unrealized appreciation on forward interest rate swaps ..	
Cash	
Receivables:	
Interest	\$ 5,981,631
Dividends from affiliates	276
Prepaid expenses	
Total assets	

Liabilities

Payables:	
Securities purchased	10,169,341
Dividends to Common Stock shareholders	184,523
Investment adviser	8,949
Other affiliates	2,876
Variation margin	577
Accrued expenses	
Total liabilities	

Preferred Stock

Preferred Stock, at redemption value, par value \$.05 per share on Series A Shares and Series B Shares and \$.10 per share on Series C Shares (2,400 Series A Shares, 1,500 Series B Shares and 860 Series C Shares of AMPS* authorized, issued and outstanding at \$25,000 per share liquidation preference)

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

=====
 Net Assets Applicable to Common Stock

Net assets applicable to Common Stock

=====
 Analysis of Net Assets Applicable to Common Stock

Common Stock, par value \$.10 per share (14,203,242 shares
 issued and outstanding)
 Paid-in capital in excess of par
 Undistributed investment income--net \$ 2,624,697
 Accumulated realized capital losses--net (10,160,548
 Unrealized appreciation--net 18,771,826

Total accumulated earnings--net

Total--Equivalent to \$15.25 net asset value per share of
 Common Stock (market price--\$14.73)

* Auction Market Preferred Stock.

See Notes to Financial Statements.

10 MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004

Statement of Operations

For the Year Ended November 30, 2004

=====
 Investment Income

Interest
 Dividends from affiliates
 Total income

=====
 Expenses

Investment advisory fees \$ 1,598,692
 Commission fees 263,480
 Accounting services 116,466
 Transfer agent fees 58,176
 Professional fees 52,117
 Printing and shareholder reports 35,171
 Listing fees 20,800
 Custodian fees 19,687
 Directors' fees and expenses 19,109
 Pricing fees 13,065
 Other 42,379

Total expenses before reimbursement 2,239,142
 Reimbursement of expenses (22,847

Total expenses after reimbursement

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Investment income--net	
=====	
Realized & Unrealized Gain (Loss)--Net	

Realized gain (loss) on:	
Investments--net	1,470,679
Forward interest rate swaps and futures--net	(1,223,712)

Change in unrealized appreciation on:	
Investments--net	(2,450,365)
Forward interest rate swaps and futures--net	181,274

Total realized and unrealized loss--net	
=====	
Dividends to Preferred Stock Shareholders	

Investment income--net	
Net Increase in Net Assets Resulting from Operations	

See Notes to Financial Statements.

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

11

[LOGO] Merrill Lynch Investment Managers

Statements of Changes in Net Assets

		For th
		Nov

Increase (Decrease) in Net Assets:		2004
=====		
Operations		

Investment income--net	\$ 15,052,816	
Realized gain--net	246,967	
Change in unrealized appreciation--net	(2,269,091)	
Dividends to Preferred Stock shareholders	(1,074,596)	

Net increase in net assets resulting from operations	11,956,096	

=====		
Dividends to Common Stock Shareholders		

Investment income--net	(13,635,112)	
Net decrease in net assets resulting from dividends to Common Stock shareholders	(13,635,112)	

Capital Stock Transactions

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Offering and underwriting costs resulting from issuance of Preferred Stock	(344,974)
<hr/>	
Net Assets Applicable to Common Stock	
<hr/>	
Total increase (decrease) in net assets applicable to Common Stock	(2,023,990)
Beginning of year	218,642,153
End of year*	\$ 216,618,163
* Undistributed investment income--net	\$ 2,624,697

See Notes to Financial Statements.

12 MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004

Financial Highlights

The following per share data and ratios have been derived from information provided in the financial statements.

	For the Year Ended		
Increase (Decrease) in Net Asset Value:	2004	2003	2002
<hr/>			
Per Share Operating Performance			
<hr/>			
Net asset value, beginning of year	\$ 15.39	\$ 14.84	\$ 14.78
Investment income--net	1.06@	1.05@	1.06
Realized and unrealized gain (loss)--net	(.14)	.52	.05
Dividends and distributions to Preferred Stock shareholders:			
Investment income--net	(.08)	(.06)	(.09)
Realized gain--net	--	--	--
Total from investment operations .....	.84	1.51	1.02
<hr/>			
Less dividends and distributions to Common Stock shareholders:			
Investment income--net	(.96)	(.96)	(.96)
Realized gain--net	--	--	--
Total dividends and distributions to Common Stock shareholders	(.96)	(.96)	(.96)
Offering and underwriting costs resulting from the issuance of Preferred Stock ...	(.02)	--	--
Net asset value, end of year	\$ 15.25	\$ 15.39	\$ 14.84
Market price per share, end of year	\$ 14.73	\$ 14.34	\$ 14.07

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Total Investment Return*

Based on net asset value per share	5.84%	10.81%	7.22%
Based on market price per share	9.72%	8.90%	4.27%

Ratios Based on Average Net Assets of Common Stock

Expenses, net of reimbursement and excluding reorganization expenses**	1.02%	1.02%	1.05%
Total expenses, excluding reorganization expenses**	1.03%	1.02%	1.05%
Total expenses**	1.03%	1.02%	1.05%
Total investment income--net**	6.94%	6.94%	7.06%
Amount of dividends to Preferred Stock shareholders .....	.50%	.40%	.58%
Investment income--net, to Common Stock shareholders	6.44%	6.54%	6.48%

Ratios Based on Average Net Assets of Common & Preferred Stock**

Total expenses, net of reimbursement and excluding reorganization expenses .....	.69%	.70%	.72%
Total expenses, excluding reorganization expenses .....	.70%	.70%	.72%
Total expenses .....	.70%	.70%	.72%
Total investment income--net	4.70%	4.78%	4.83%

Ratios Based on Average Net Assets of Preferred Stock

Dividends to Preferred Stock shareholders	1.04%	.89%	1.25%
---	-------	------	-------

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

13

[LOGO] Merrill Lynch Investment Managers

Financial Highlights (concluded)

The following per share data and ratios have been derived from information provided in the financial statements.

	For the Year Ended		
	2004	2003	2002

Supplemental Data

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Net assets applicable to Common Stock, end of year (in thousands)	\$216,618	\$218,642	\$210,727
Preferred Stock outstanding, end of year (in thousands)	\$119,000	\$ 97,500	\$ 97,500
Portfolio turnover	15.35%	28.93%	41.47
=====			
Leverage			
Asset coverage per \$1,000	\$ 2,820	\$ 3,242	\$ 3,161
=====			
Dividends Per Share on Preferred Stock Outstanding			
Series A--Investment income--net	\$ 259	\$ 225	\$ 325
Series B--Investment income--net***	\$ 250	\$ 219	\$ 292
Series C--Investment income--net****	\$ 91	--	--
=====			

* Total investment returns based on market value, which can be significantly greater or lesser than the net asset value, may result in substantially different returns. Total investment returns exclude the effect of sales charges.

** Do not reflect the effect of dividends to Preferred Stock shareholders.

*** Series B was issued on February 7, 2000.

**** Series C was issued on August 23, 2004.

+ Amount is less than \$(.01) per share.

@ Based on average shares outstanding.

See Notes to Financial Statements.

14

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

Notes to Financial Statements

1. Significant Accounting Policies:

MuniYield New Jersey Fund, Inc. (the "Fund") is registered under the Investment Company Act of 1940, as amended, as a non-diversified, closed-end management investment company. The Fund's financial statements are prepared in conformity with U.S. generally accepted accounting principles, which may require the use of management accruals and estimates. Actual results may differ from these estimates. The Fund determines and makes available for publication the net asset value of its Common Stock on a daily basis. The Fund's Common Stock is listed on the New York Stock Exchange under the symbol MYJ. The following is a summary of significant accounting policies followed by the Fund.

(a) Valuation of investments -- Municipal bonds are traded primarily in the over-the-counter markets and are valued at the last available bid price in the over-the-counter market or on the basis of values as obtained by a pricing service. Pricing services use valuation matrixes that incorporate both dealer-supplied valuations and valuation models. The procedures of the pricing service and its valuations are reviewed by the officers of the Fund under the general direction of the Board of Directors. Such valuations and procedures are reviewed periodically by the Board of Directors of the Fund. Financial futures

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

contracts and options thereon, which are traded on exchanges, are valued at their closing prices as of the close of such exchanges. Options written or purchased are valued at the last sale price in the case of exchange-traded options. In the case of options traded in the over-the-counter market, valuation is the last asked price (options written) or the last bid price (options purchased). Swap agreements are valued by quoted fair values received daily by the Fund's pricing service. Short-term investments with a remaining maturity of 60 days or less are valued at amortized cost, which approximates market value, under which method the investment is valued at cost and any premium or discount is amortized on a straight line basis to maturity. Investments in open-end investment companies are valued at their net asset value each business day. Securities and other assets for which market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of the Board of Directors of the Fund.

(b) Derivative financial instruments -- The Fund may engage in various portfolio investment strategies both to increase the return of the Fund and to hedge, or protect, its exposure to interest rate movements and movements in the securities markets. Losses may arise due to changes in the value of the contract or if the counterparty does not perform under the contract.

- o Financial futures contracts -- The Fund may purchase or sell financial futures contracts and options on such futures contracts. Futures contracts are contracts for delayed delivery of securities at a specific future date and at a specific price or yield. Upon entering into a contract, the Fund deposits and maintains as collateral such initial margin as required by the exchange on which the transaction is effected. Pursuant to the contract, the Fund agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in value of the contract. Such receipts or payments are known as variation margin and are recorded by the Fund as unrealized gains or losses. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.
- o Options -- The Fund may write covered call options and purchase put options. When the Fund writes an option, an amount equal to the premium received by the Fund is reflected as an asset and an equivalent liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written. When a security is purchased or sold through an exercise of an option, the related premium paid (or received) is added to (or deducted from) the basis of the security acquired or deducted from (or added to) the proceeds of the security sold. When an option expires (or the Fund enters into a closing transaction), the Fund realizes a gain or loss on the option to the extent of the premiums received or paid (or gain or loss to the extent the cost of the closing transaction exceeds the premium paid or received).

Written and purchased options are non-income producing investments.

- o Forward interest rate swaps -- The Fund may enter into forward interest rate swaps. In a forward interest rate swap, the Fund and the counterparty agree to make periodic net payments on a specified notional contract amount, commencing on a specified future effective date, unless terminated earlier. When the agreement is closed, the Fund records a realized gain or loss in an amount equal to the value of the agreement.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Notes to Financial Statements (continued)

(c) Income taxes -- It is the Fund's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable income to its shareholders. Therefore, no federal income tax provision is required.

(d) Security transactions and investment income -- Security transactions are recorded on the dates the transactions are entered into (the trade dates). Realized gains and losses on security transactions are determined on the identified cost basis. Dividend income is recorded on the ex-dividend date. Interest income is recognized on the accrual basis. The Fund amortizes all premiums and discounts on debt securities.

(e) Dividends and distributions -- Dividends from net investment income are declared and paid monthly. Distributions of capital gains are recorded on the ex-dividend dates.

(f) Offering costs -- Direct expenses related to the public offering of the Fund's Preferred Stock were charged to capital at the time of issuance of the shares.

2. Investment Advisory Agreement and Transactions with Affiliates:

The Fund has entered into an Investment Advisory Agreement with Fund Asset Management, L.P. ("FAM"). The general partner of FAM is Princeton Services, Inc. ("PSI"), an indirect, wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML & Co."), which is the limited partner.

FAM is responsible for the management of the Fund's portfolio and provides the necessary personnel, facilities, equipment and certain other services necessary to the operations of the Fund. For such services, the Fund pays a monthly fee at an annual rate of .50% of the Fund's average weekly net assets, including proceeds from the issuance of Preferred Stock. The Investment Adviser has agreed to reimburse its management fee by the amount of the management fees the Fund pays to FAM indirectly through its investment in the CMA New Jersey Municipal Money Fund. For the year ended November 30, 2004, FAM reimbursed the Fund in the amount of \$22,847.

For the year ended November 30, 2004, Merrill Lynch, Pierce, Fenner & Smith Incorporated, an affiliate of FAM, received underwriting fees of \$215,000 in connection with the issuance of the Fund's Preferred Stock.

For the year ended November 30, 2004, the Fund reimbursed FAM \$6,396 for certain accounting services.

Certain officers and/or directors of the Fund are officers and/or directors of FAM, PSI, and/or ML & Co.

3. Investments:

Purchases and sales of investments, excluding short-term securities, for the year ended November 30, 2004 were \$74,732,238 and \$48,624,999, respectively.

4. Stock Transactions:

The Fund is authorized to issue 200,000,000 shares of stock, including Preferred Stock, par value \$.10 per share, all of which were initially classified as Common Stock. The Board of Directors is authorized, however, to reclassify any unissued shares of stock without approval of holders of Common Stock.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Preferred Stock

Auction Market Preferred Stock are redeemable shares of Preferred Stock of the Fund, with a par value of \$.05 per share for Series A and Series B and \$.10 per share for Series C and a liquidation preference of \$25,000 per share plus accrued and unpaid dividends that entitle their holders to receive cash dividends at an annual rate that may vary for the successive dividend periods. The yields in effect at November 30, 2004 were as follows: Series A, 1.69%, Series B, 1.58% and Series C, 1.65%.

Shares issued and outstanding for the year ended November 30, 2004 increased by 860 shares from the issuance of an additional series of Preferred Stock. Shares issued and outstanding for the year ended November 30, 2003 remained constant.

The Fund pays commissions to certain broker-dealers at the end of each auction at an annual rate ranging from .25% to .375%, calculated on the proceeds of each auction. For the year ended November 30, 2004, Merrill Lynch, Pierce, Fenner & Smith Incorporated, an affiliate of FAM, earned \$128,933 as commissions.

16 MUNIYIELD NEW JERSEY FUND, INC. NOVEMBER 30, 2004

Notes to Financial Statements (concluded)

5. Distributions to Shareholders:

The Fund paid a tax-exempt income dividend to holders of Common Stock in the amount of \$.080000 per share on December 29, 2004 to shareholders of record on December 15, 2004.

The tax character of distributions paid during the fiscal years ended November 30, 2004 and November 30, 2003 was as follows:

	11/30/2004	11/30/2003
Distributions paid from:		
Tax-exempt income	\$14,709,708	\$14,503,876
Total distributions	\$14,709,708	\$14,503,876
	\$14,709,708	\$14,503,876

As of November 30, 2004, the components of accumulated earnings on a tax basis were as follows:

Undistributed tax-exempt income--net	\$ 2,330,914
Undistributed long-term capital gains--net	--
Total undistributed earnings--net	2,330,914
Capital loss carryforward	(8,187,904)*
Unrealized gains--net	17,092,965**
Total accumulated earnings--net	\$ 11,235,975

* On November 30, 2004, the Fund had a net capital loss carryforward of \$8,187,904 of which \$1,092,188 expires in 2007, \$6,856,160 expires in 2008 and \$239,556 expires in 2012. This amount will be available to offset like amounts of any future taxable gains.

** The difference between book-basis and tax-basis net unrealized gains is

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

attributable primarily to the tax deferral of losses on straddles, the difference between book and tax amortization methods for premiums and discounts on fixed income securities and the realization for tax purposes of unrealized gains on futures contracts.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
MuniYield New Jersey Fund, Inc.:

We have audited the accompanying statement of net assets, including the schedule of investments, of MuniYield New Jersey Fund, Inc. as of November 30, 2004, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of November 30, 2004, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MuniYield New Jersey Fund, Inc. as of November 30, 2004, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Deloitte & Touche LLP
Princeton, New Jersey
January 7, 2005

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

17

[LOGO] Merrill Lynch Investment Managers

Automatic Dividend Reinvestment Plan

The following description of the Fund's Automatic Dividend Reinvestment Plan (the "Plan") is sent to you annually as required by federal securities laws.

Pursuant to the Fund's Plan, unless a holder of Common Stock otherwise elects, all dividend and capital gains distributions will be automatically reinvested by The Bank of New York (the "Plan Agent"), as agent for shareholders in administering the Plan, in additional shares of Common Stock of the Fund. Holders of Common Stock who elect not to participate in the Plan will receive all distributions in cash paid by check mailed directly to the shareholder of record (or, if the shares are held in street or other nominee name then to such

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

nominee) by The Bank of New York, as dividend paying agent. Such participants may elect not to participate in the Plan and to receive all distributions of dividends and capital gains in cash by sending written instructions to The Bank of New York, as dividend paying agent, at the address set forth below. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by written notice if received by the Plan Agent not less than ten days prior to any dividend record date; otherwise such termination will be effective with respect to any subsequently declared dividend or distribution.

Whenever the Fund declares an income dividend or capital gains distribution (collectively referred to as "dividends") payable either in shares or in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in shares of Common Stock. The shares will be acquired by the Plan Agent for the participant's account, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized shares of Common Stock from the Fund ("newly issued shares") or (ii) by purchase of outstanding shares of Common Stock on the open market ("open-market purchases") on the New York Stock Exchange or elsewhere. If on the payment date for the dividend, the net asset value per share of the Common Stock is equal to or less than the market price per share of the Common Stock plus estimated brokerage commissions (such conditions being referred to herein as "market premium"), the Plan Agent will invest the dividend amount in newly issued shares on behalf of the participant. The number of newly issued shares of Common Stock to be credited to the participant's account will be determined by dividing the dollar amount of the dividend by the net asset value per share on the date the shares are issued, provided that the maximum discount from the then current market price per share on the date of issuance may not exceed 5%. If, on the dividend payment date, the net asset value per share is greater than the market value (such condition being referred to herein as "market discount"), the Plan Agent will invest the dividend amount in shares acquired on behalf of the participant in open-market purchases.

In the event of a market discount on the dividend payment date, the Plan Agent will have until the last business day before the next date on which the shares trade on an "ex-dividend" basis or in no event more than 30 days after the dividend payment date (the "last purchase date") to invest the dividend amount in shares acquired in open-market purchases. It is contemplated that the Fund will pay monthly income dividends. Therefore, the period during which open-market purchases can be made will exist only from the payment date on the dividend through the date before the next "ex-dividend" date, which typically will be approximately ten days. If, before the Plan Agent has completed its open-market purchases, the market price of a share of Common Stock exceeds the net asset value per share, the average per share purchase price paid by the Plan Agent may exceed the net asset value of the Fund's shares, resulting in the acquisitions of fewer shares than if the dividend had been paid in newly issued shares on the dividend payment date. Because of the foregoing difficulty with respect to open-market purchases, the Plan provides that if the Plan Agent is unable to invest the full dividend amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making open-market purchases and will invest the uninvested portion of the dividend amount in newly issued shares at the close of business on the last purchase date determined by dividing the uninvested portion of the dividend by the net asset value per share.

The Plan Agent maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the account, including information needed by shareholders for tax records. Shares in the account of each Plan participant will be held by the Plan Agent in non-certificated form in the name of the participant, and each shareholder's proxy will include those shares purchased or received pursuant to the Plan. The Plan Agent will forward all proxy solicitation materials to participants and vote proxies for shares held

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

pursuant to the Plan in accordance with the instructions of the participants.

In the case of shareholders such as banks, brokers or nominees which hold shares of others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the

18

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

number of shares certified from time to time by the record shareholders as representing the total amount registered in the record shareholder's name and held for the account of beneficial owners who are to participate in the Plan.

There will be no brokerage charges with respect to shares issued directly by the Fund as a result of dividends or capital gains distributions payable either in shares or in cash. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open-market purchases in connection with the reinvestment of dividends.

The automatic reinvestment of dividends and distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends.

Shareholders participating in the Plan may receive benefits not available to shareholders not participating in the Plan. If the market price plus commissions of the Fund's shares is above the net asset value, participants in the Plan will receive shares of the Fund at less than they could otherwise purchase them and will have shares with a cash value greater than the value of any cash distribution they would have received on their shares. If the market price plus commissions is below the net asset value, participants will receive distributions in shares with a net asset value greater than the value of any cash distribution they would have received on their shares. However, there may be insufficient shares available in the market to make distributions in shares at prices below the net asset value. Also, since the Fund does not redeem shares, the price on resale may be more or less than the net asset value.

The value of shares acquired pursuant to the Plan will generally be excluded from gross income to the extent that the cash amount reinvested would be excluded from gross income. If, when the Fund's shares are trading at a premium over net asset value, the Fund issues shares pursuant to the Plan that have a greater fair market value than the amount of cash reinvested, it is possible that all or a portion of such discount (which may not exceed 5% of the fair market value of the Fund's shares) could be viewed as a taxable distribution. If the discount is viewed as a taxable distribution, it is also possible that the taxable character of this discount would be allocable to all the shareholders, including shareholders who do not participate in the Plan. Thus, shareholders who do not participate in the Plan might be required to report as ordinary income a portion of their distributions equal to their allocable share of the discount.

Experience under the Plan may indicate that changes are desirable. Accordingly, the Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All correspondence concerning the Plan should be directed to the Plan Agent at The Bank of New York, Church Street Station, P.O. Box 11258, New York, NY 10286-1258, Telephone: 800-432-8224.

Dividend Policy

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

The Fund's dividend policy is to distribute all or a portion of its net investment income to its shareholders on a monthly basis. In order to provide shareholders with a more stable level of dividend distributions, the Fund may at times pay out less than the entire amount of net investment income earned in any particular month and may at times in any month pay out such accumulated but undistributed income in addition to net investment income earned in that month. As a result, the dividends paid by the Fund for any particular month may be more or less than the amount of net investment income earned by the Fund during such month. The Fund's current accumulated but undistributed net investment income, if any, is disclosed in the Statement of Net Assets, which comprises part of the financial information included in this report.

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

19

[LOGO] Merrill Lynch Investment Managers

Officers and Directors

Name	Address & Age	Position(s) Held with Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years
Interested Director				
Terry K. Glenn*	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 64	President and Director	1999 to present	President and Chairman of the Merrill Lynch Investment Managers, L.P. ("MLIM")/Fund Asset Management, L.P. ("FAM")-advised funds since 1999; Chairman (Americas Region) of MLIM from 2000 to 2002; Executive Vice President of MLIM and FAM (which terms as used herein include their corporate predecessors) from 1983 to 2002; President of FAM Distributors, Inc. ("FAMD") from 1986 to 2002 and Director thereof from 1991 to 2002; Executive Vice President and Director of Princeton Services, Inc. ("Princeton Services") from 1993 to 2002; President of Princeton Administrators, L.P. from 1989 to 2002; Director of Financial Data Services, Inc. since 1985.

* Mr. Glenn is a director, trustee or member of an advisory board of certain other funds or FAM acts as investment adviser. Mr. Glenn is an "interested person," as described in the Fund based on his present and former positions with MLIM, FAM, FAMD, Princeton Administrators, L.P. The Director's term is unlimited. Directors serve until their term expires on or until December 31 of the year in which they turn 72. As Fund President, Mr. Glenn is one of the Fund's Officers and Directors.

Independent Directors*

James H. Bodurtha	P.O. Box 9095 Princeton, NJ 08543-9095 Age: 60	Director	1995 to present	Director, The China Business Group, Inc. since 1996 and Executive Vice President thereof from 1996 to 2003; Chairman of the Board, Berkshire Holding Corporation since 1980; Partner, Squire, Sanders & Dempsey from 1980 to 1993.
-------------------	---	----------	--------------------	--

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Joe Grills P.O. Box 9095 Princeton, NJ 08543-9095 Age: 69	Director	2002 to present	Member of the Committee of Investment of Employee Benefit Assets of the Association of Financial Professionals ("CIEBA") since 1986; Member of CIBA's Executive Committee since 1988 and its Chairman from 1991 to 1992; Assistant Treasurer of International Business Machines Corporation ("IBM") and Chief Investment Officer of IBM Retirement Fund from 1986 to 1993; Member of the Investment Advisory Committees of the State of New York Common Retirement Fund since 1989; Member of the Investment Advisory Committee of the Howard Hughes Medical Institute from 1997 to 2000; Director, Duquesne University Management Company from 1992 to 2004, Vice Chairman thereof from 1998 to 2004 and Director Emeritus thereof since 2004; Director, LaSalle Securities Fund from 1995 to 2001; Director, Kimco Realty Corporation since 1997; Member of the Investment Advisory Committee of the Virginia Retirement System since 1998 and Vice Chairman thereof since 2002; Director, Montpelier Foundation since 1998 and its Vice Chairman since 2000; Member of the Investment Committee of the Woodberry Forest School since 2000; Member of the Investment Committee of the National Trust for Historic Preservation since 2000.
---	----------	--------------------	--

20

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

Officers and Directors (continued)

Name	Address & Age	Position(s) Held with Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years
===== Independent Directors* (concluded) =====				
Herbert I. London	P.O. Box 9095 Princeton, NJ 08543-9095 Age: 65	Director	1992 to present	John M. Olin Professor of Humanities, New York University since 1993 and Professor thereof since 1980; President, Hudson Institute since 1997 and Trustee thereof since 1980; Dean, Gallatin Division of New York University from 1976 to 1993; Distinguished Fellow, Herman Kahn Chair, Hudson Institute from 1984 to 1985; Director, Damon Corporation from 1991 to 1995; Overseer, Center for Naval Analyses from 1983 to 1993.
Roberta Cooper Ramo	P.O. Box 9095 Princeton, NJ 08543-9095 Age: 62	Director	1999 to present	Shareholder, Modrall, Sperling, Roehl, Harris & P.A. since 1993; President, American Bar Association from 1995 to 1996 and Member of the Board of Governors thereof from 1994 to 1997; Shareholder, Poole, Kelly & Ramo, Attorneys at Law, P.C. from 1977 to 1993; Director of ECMC Group (service provider to students, schools and lenders) since

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

2001; Director, United New Mexico Bank (now Wells Fargo) from 1983 to 1988; Director, First National Bank of New Mexico (now Wells Fargo) from 1975 to 1976; Vice President, American Law Institute since 2004.

 Robert S. P.O. Box 9095 Director 2002 to Principal of STI Management (investment adviser) since 1994; Chairman and CEO of Salomon Brothers Asset Management from 1992 to 1995; Chairman of Salomon Brothers equity mutual funds from 1992 to 1995; regular columnist with Forbes Magazine 1992 to 2002; Director of Stock Research and U.S. Equity Strategist at Salomon Brothers from 1975 to 1991; Trustee, Commonfund from 1980 to 2001.
 Salomon, Princeton, NJ present
 Jr. 08543-9095
 Age: 68

 Stephen B. P.O. Box 9095 Director 2002 to Chairman of Fernwood Advisors, Inc. (investment Swensrud Princeton, NJ present adviser) since 1996; Principal, Fernwood Associates (financial consultants) since 1975; Chairman of R.P.P. Corporation (manufacturing company) since 1978; Director of International Mobile Communications, Incorporated (telecommunications) since 1998.
 08543-9095
 Age: 71

 * The Director's term is unlimited. Directors serve until their resignation, removal or the year in which they turn 72.

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

21

[LOGO] Merrill Lynch Investment Managers

Officers and Directors (concluded)

Name	Address & Age	Position(s) Held with Fund	Length of Time Served*	Principal Occupation(s) During Past 5 Years
=====				
Fund Officers				

Donald C. Burke	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 44	Vice President and Treasurer	1993 to present and 1999 to present	First Vice President of MLIM and FAM since 1997; Senior Vice President and Treasurer of Princeton since 2004; Vice President of FAMD since 1999; Vice President of MLIM from 1990 to 1997; Director of MLIM Taxation since 1999

Kenneth A. Jacob	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 53	Senior Vice President	2002 to present	Managing Director of MLIM since 2000; Director (Management) of MLIM from 1997 to 2000.

John M. Loffredo	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 40	Senior Vice President	2002 to present	Managing Director of MLIM since 2000; Director (Management) of MLIM from 1998 to 2000.

Theodore R. Jaeckel Jr.	P.O. Box 9011 Princeton, NJ	Vice President	1998 to present	Director (Municipal Tax-Exempt Fund Management) of MLIM from 1994 to 2000.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

08543-9011

Age: 45

Jeffrey Hiller	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 53	Chief Compliance Officer	2004 to present	Chief Compliance Officer of the MLIM/FAM-advised President and Chief Compliance Officer of MLIM s Compliance at Morgan Stanley Investment Manageme Director and Global Director of Compliance at Ci to 2002; Chief Compliance Officer at Soros Fund Compliance Officer at Prudential Financial from
----------------	---	--------------------------	-----------------	---

Alice A. Pellegrino	P.O. Box 9011 Princeton, NJ 08543-9011 Age: 44	Secretary	2004 to present	Director (Legal Advisory) of MLIM since 2002; Vi 1999 to 2002; Attorney with MLIM since 1997.
---------------------	---	-----------	-----------------	---

* Officers of the Fund serve at the pleasure of the Board of Directors.

Custodian

The Bank of New York
100 Church Street
New York, NY 10286

Transfer Agents

Common Stock:

The Bank of New York
101 Barclay Street -- 11 East
New York, NY 10286

Preferred Stock:

The Bank of New York
101 Barclay Street -- 7 West
New York, NY 10286

NYSE Symbol

MYJ

Andre F. Perold resigned as a Director of the Fund effective October 22, 2004.

Effective January 1, 2005, Terry K. Glenn will retire as President and Director of MuniYield New Jersey Fund, Inc. The Fund's Board of Directors wishes Mr. Glenn well in his retirement.

Effective January 1, 2005, Robert C. Doll, Jr. will become President and Director of the Fund.

22

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

Quality Profile

The quality ratings of securities in the Fund as of November 30, 2004 were as follows:

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

S&P Rating/Moody's Rating	Percent of Total Investments
AAA/Aaa	63.8%
AA/Aa	3.7
A/A	10.5
BBB/Baa	17.2
B/B	0.6
NR (Not Rated)	1.4
Other*	2.8

* Includes portfolio holdings in short-term investments.

Important Tax Information

All of the net investment income distributions paid by MuniYield New Jersey Fund, Inc. during the taxable year ended November 30, 2004 qualify as tax-exempt interest dividends for federal income tax purposes.

Please retain this information for your records.

Availability of Quarterly Schedule of Investments

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ("SEC") for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's Web site at <http://www.sec.gov>. The Fund's Forms N-Q may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

Electronic Delivery

The Fund offers electronic delivery of communications to its shareholders. In order to receive this service, you must register your account and provide us with e-mail information. To sign up for this service, simply access this Web site at <http://www.icsdelivery.com/live> and follow the instructions. When you visit this site, you will obtain a personal identification number (PIN). You will need this PIN should you wish to update your e-mail address, choose to discontinue this service and/or make any other changes to the service. This service is not available for certain retirement accounts at this time.

MUNIYIELD NEW JERSEY FUND, INC.

NOVEMBER 30, 2004

23

[LOGO] Merrill Lynch Investment Managers

MuniYield New Jersey Fund, Inc. seeks to provide shareholders with as high a level of current income exempt from federal and New Jersey income taxes as is consistent with its investment policies and prudent investment management by investing primarily in a portfolio of long-term, investment grade municipal obligations the interest on which, in the opinion of bond counsel to the issuer, is exempt from federal income tax and New Jersey personal income taxes.

This report, including the financial information herein, is transmitted to shareholders of MuniYield New Jersey Fund, Inc. for their information. It is not a prospectus. Past performance results shown in this report should not be considered a representation of future performance. The Fund has leveraged its Common Stock and intends to remain leveraged by issuing Preferred Stock to

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

provide the Common Stock shareholders with a potentially higher rate of return. Leverage creates risks for Common Stock shareholders, including the likelihood of greater volatility of net asset value and market price of shares of the Common Stock, and the risk that fluctuations in the short-term dividend rates of the Preferred Stock may affect the yield to Common Stock shareholders. Statements and other information herein are as dated and are subject to change.

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (1) without charge, upon request, by calling toll-free 1-800-MER-FUND (1-800-637-3863); (2) at www.mutualfunds.ml.com; and (3) on the Securities and Exchange Commission's Web site at <http://www.sec.gov>. Information about how the Fund voted proxies relating to securities held in the Fund's portfolio during the most recent 12-month period ended June 30 is available (1) at www.mutualfunds.ml.com and (2) on the Securities and Exchange Commission's Web site at <http://www.sec.gov>.

MuniYield New Jersey Fund, Inc.
Box 9011
Princeton, NJ 08543-9011

#16381 -- 11/04

Item 2 - Code of Ethics - The registrant has adopted a code of ethics, as of the end of the period covered by this report, that applies to the registrant's principal executive officer, principal financial officer and principal accounting officer, or persons performing similar functions. A copy of the code of ethics is available without charge upon request by calling toll-free 1-800-MER-FUND (1-800-637-3863).

Item 3 - Audit Committee Financial Expert - The registrant's board of directors has determined that (i) the registrant has the following audit committee financial experts serving on its audit committee and (ii) each audit committee financial expert is independent: (1) Joe Grills, (2) Andre F. Perold (resigned as of October 1, 2004), (3) Robert S. Salomon, Jr., and (4) Stephen B. Swensrud.

Item 4 - Principal Accountant Fees and Services

(a) Audit Fees -	Fiscal Year Ending November 30, 2004 - \$26,000
	Fiscal Year Ending November 30, 2003 - \$25,000

(b) Audit-Related Fees -	Fiscal Year Ending November 30, 2004 - \$3,000
	Fiscal Year Ending November 30, 2003 - \$5,600

The nature of the services include assurance and related services reasonably related to the performance of the audit of financial statements not included in Audit Fees.

(c) Tax Fees -	Fiscal Year Ending November 30, 2004 - \$5,610
	Fiscal Year Ending November 30, 2003 - \$4,800

The nature of the services include tax compliance, tax advice and tax planning.

(d) All Other Fees -	Fiscal Year Ending November 30, 2004 - \$0
	Fiscal Year Ending November 30, 2003 - \$0

(e)(1) The registrant's audit committee (the "Committee") has adopted policies and procedures with regard to the pre-approval of services. Audit, audit-related and tax compliance services provided to the

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

registrant on an annual basis require specific pre-approval by the Committee. The Committee also must approve other non-audit services provided to the registrant and those non-audit services provided to the registrant's affiliated service providers that relate directly to the operations and the financial reporting of the registrant. Certain of these non-audit services that the Committee believes are a) consistent with the SEC's auditor independence rules and b) routine and recurring services that will not impair the independence of the independent accountants may be approved by the Committee without consideration on a specific case-by-case basis ("general pre-approval"). However, such services will only be deemed pre-approved provided that any individual project does not exceed \$5,000 attributable to the registrant or \$50,000 for all of the registrants the Committee oversees. Any proposed services exceeding the pre-approved cost levels will require specific pre-approval by the Committee, as will any other services not subject to general pre-approval (e.g., unanticipated but permissible services). The Committee is informed of each service approved subject to general pre-approval at the next regularly scheduled in-person board meeting.

(e) (2) 0%

(f) Not Applicable

(g) Fiscal Year Ending November 30, 2004 - \$12,448,225
Fiscal Year Ending November 30, 2003 - \$18,947,106

(h) The registrant's audit committee has considered and determined that the provision of non-audit services that were rendered to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

Regulation S-X Rule 2-01(c) (7) (ii) - \$945,000, 0%

Item 5 - Audit Committee of Listed Registrants - The following individuals are members of the registrant's separately-designated standing audit committee established in accordance with Section 3(a) (58) (A) of the Exchange Act (15 U.S.C. 78c(a) (58) (A)):

James H. Bodurtha
Joe Grills
Herbert I. London
Andre F. Perold (resigned as of October 1, 2004)
Roberta Cooper Ramo
Robert S. Solomon, Jr.
Stephen B. Swensrud

Item 6 - Schedule of Investments - Not Applicable

Item 7 - Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies -

Proxy Voting Policies and Procedures

Each Fund's Board of Directors/Trustees has delegated to Merrill Lynch Investment Managers, L.P. and/or Fund Asset Management, L.P. (the "Investment Adviser") authority to vote all proxies relating to the Fund's portfolio securities. The Investment Adviser has adopted

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

policies and procedures ("Proxy Voting Procedures") with respect to the voting of proxies related to the portfolio securities held in the account of one or more of its clients, including a Fund. Pursuant to these Proxy Voting Procedures, the Investment Adviser's primary objective when voting proxies is to make proxy voting decisions solely in the best interests of each Fund and its shareholders, and to act in a manner that the Investment Adviser believes is most likely to enhance the economic value of the securities held by the Fund. The Proxy Voting Procedures are designed to ensure that that the Investment Adviser considers the interests of its clients, including the Funds, and not the interests of the Investment Adviser, when voting proxies and that real (or perceived) material conflicts that may arise between the Investment Adviser's interest and those of the Investment Adviser's clients are properly addressed and resolved.

In order to implement the Proxy Voting Procedures, the Investment Adviser has formed a Proxy Voting Committee (the "Committee"). The Committee is comprised of the Investment Adviser's Chief Investment Officer (the "CIO"), one or more other senior investment professionals appointed by the CIO, portfolio managers and investment analysts appointed by the CIO and any other personnel the CIO deems appropriate. The Committee will also include two non-voting representatives from the Investment Adviser's Legal department appointed by the Investment Adviser's General Counsel. The Committee's membership shall be limited to full-time employees of the Investment Adviser. No person with any responsibilities for the Investment Adviser's affiliates may serve as a member of the Committee or participate in its decision making (except to the extent such person is asked by the Committee to present information to the Committee, on the same basis as other interested

knowledgeable parties not affiliated with the Investment Adviser might be asked to do so). The Committee determines how to vote the proxies of all clients, including a Fund, that have delegated proxy voting authority to the Investment Adviser and seeks to ensure that all votes are consistent with the best interests of those clients and are free from unwarranted and inappropriate influences. The Committee establishes general proxy voting policies for the Investment Adviser and is responsible for determining how those policies are applied to specific proxy votes, in light of each issuer's unique structure, management, strategic options and, in certain circumstances, probable economic and other anticipated consequences of alternate actions. In so doing, the Committee may determine to vote a particular proxy in a manner contrary to its generally stated policies. In addition, the Committee will be responsible for ensuring that all reporting and recordkeeping requirements related to proxy voting are fulfilled.

The Committee may determine that the subject matter of a recurring proxy issue is not suitable for general voting policies and requires a case-by-case determination. In such cases, the Committee may elect not to adopt a specific voting policy applicable to that issue. The Investment Adviser believes that certain proxy voting issues require investment analysis - such as approval of mergers and other significant corporate transactions - akin to investment decisions, and are, therefore, not suitable for general guidelines. The Committee may elect to adopt a common position for the Investment Adviser on certain proxy votes that are akin to investment decisions, or determine to permit the portfolio manager to make individual decisions on how best to maximize economic value for a Fund (similar to normal buy/sell investment decisions made by such portfolio managers). While it is expected that

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

the Investment Adviser will generally seek to vote proxies over which the Investment Adviser exercises voting authority in a uniform manner for all the Investment Adviser's clients, the Committee, in conjunction with a Fund's portfolio manager, may determine that the Fund's specific circumstances require that its proxies be voted differently.

To assist the Investment Adviser in voting proxies, the Committee has retained Institutional Shareholder Services ("ISS"). ISS is an independent adviser that specializes in providing a variety of fiduciary-level proxy-related services to institutional investment managers, plan sponsors, custodians, consultants, and other institutional investors. The services provided to the Investment Adviser by ISS include in-depth research, voting recommendations (although the Investment Adviser is not obligated to follow such recommendations), vote execution, and recordkeeping. ISS will also assist the Fund in fulfilling its reporting and recordkeeping obligations under the Investment Company Act.

The Investment Adviser's Proxy Voting Procedures also address special circumstances that can arise in connection with proxy voting. For instance, under the Proxy Voting Procedures, the Investment Adviser generally will not seek to vote proxies related to portfolio securities that are on loan, although it may do so under certain circumstances. In addition, the Investment Adviser will vote proxies related to securities of foreign issuers only on a best efforts basis and may elect not to vote at all in certain countries where the Committee determines that the costs associated with voting generally outweigh the benefits. The Committee may at any time override these general policies if it determines that such action is in the best interests of a Fund.

From time to time, the Investment Adviser may be required to vote proxies in respect of an issuer where an affiliate of the Investment Adviser (each, an "Affiliate"), or a money management or other client of the Investment Adviser (each, a "Client") is involved. The Proxy Voting Procedures and the Investment Adviser's adherence to those procedures are designed to address such conflicts of interest. The Committee intends to strictly adhere to the Proxy Voting Procedures in all proxy matters, including matters involving Affiliates and Clients. If, however, an issue representing a non-routine matter that is material to an Affiliate or a widely known Client is involved such that the Committee does not reasonably believe it is able to follow its guidelines (or if the particular proxy matter is not addressed by the guidelines) and vote impartially, the Committee may, in its discretion for the purposes of ensuring that an independent determination is reached, retain an independent fiduciary to advise the Committee on how to vote or to cast votes on behalf of the Investment Adviser's clients.

In the event that the Committee determines not to retain an independent fiduciary, or it does not follow the advice of such an independent fiduciary, the powers of the Committee shall pass to a subcommittee, appointed by the CIO (with advice from the Secretary of the Committee), consisting solely of Committee members selected by the CIO. The CIO shall appoint to the subcommittee, where appropriate, only persons whose job responsibilities do not include contact with the Client and whose job evaluations would not be affected by the Investment Adviser's relationship with the Client (or failure to retain such relationship). The subcommittee shall determine whether and how to vote all proxies on behalf of the Investment Adviser's clients or, if the proxy matter is, in their judgment, akin to an investment decision, to defer to the applicable portfolio managers, provided that, if the subcommittee determines to alter the Investment Adviser's normal voting guidelines

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

or, on matters where the Investment Adviser's policy is case-by-case, does not follow the voting recommendation of any proxy voting service or other independent fiduciary that may be retained to provide research or advice to the Investment Adviser on that matter, no proxies relating to the Client may be voted unless the Secretary, or in the Secretary's absence, the Assistant Secretary of the Committee concurs that the subcommittee's determination is consistent with the Investment Adviser's fiduciary duties

In addition to the general principles outlined above, the Investment Adviser has adopted voting guidelines with respect to certain recurring proxy issues that are not expected to involve unusual circumstances. These policies are guidelines only, and the Investment Adviser may elect to vote differently from the recommendation set forth in a voting guideline if the Committee determines that it is in a Fund's best interest to do so. In addition, the guidelines may be reviewed at any time upon the request of a Committee member and may be amended or deleted upon the vote of a majority of Committee members present at a Committee meeting at which there is a quorum.

The Investment Adviser has adopted specific voting guidelines with respect to the following proxy issues:

- o Proposals related to the composition of the Board of Directors of issuers other than investment companies. As a general matter, the Committee believes that a company's Board of Directors (rather than shareholders) is most likely to have access to important, nonpublic information regarding a company's business and prospects, and is therefore best-positioned to set corporate policy and oversee management. The Committee, therefore, believes that the foundation of good corporate governance is the election of qualified, independent corporate directors who are likely to diligently represent the interests of shareholders and oversee management of the corporation in a manner that will seek to maximize shareholder value over time. In individual cases, the Committee may look at a nominee's history of representing shareholder interests as a director of other companies or other factors, to the extent the Committee deems relevant.
- o Proposals related to the selection of an issuer's independent auditors. As a general matter, the Committee believes that corporate auditors have a responsibility to represent the interests of shareholders and provide an independent view on the propriety of financial reporting decisions of corporate management. While the Committee will generally defer to a corporation's choice of auditor, in individual cases, the Committee may look at an auditors' history of representing shareholder interests as auditor of other companies, to the extent the Committee deems relevant.
- o Proposals related to management compensation and employee benefits. As a general matter, the Committee favors disclosure of an issuer's compensation and benefit policies and opposes excessive compensation, but believes that compensation matters are normally best determined by an issuer's board of directors, rather than shareholders. Proposals to "micro-manage" an issuer's compensation practices or to set arbitrary restrictions on compensation or benefits will, therefore, generally not be supported.
- o Proposals related to requests, principally from management, for approval of amendments that would alter an issuer's capital structure. As a general matter, the Committee will support requests that enhance the rights of common shareholders and oppose requests that appear to be unreasonably dilutive.

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

- o Proposals related to requests for approval of amendments to an issuer's charter or by-laws. As a general matter, the Committee opposes poison pill provisions.
- o Routine proposals related to requests regarding the formalities of corporate meetings.
- o Proposals related to proxy issues associated solely with holdings of investment company shares. As with other types of companies, the Committee believes that a fund's Board of Directors (rather than its shareholders) is best-positioned to set fund policy and oversee management. However, the Committee opposes granting Boards of Directors authority over certain matters, such as changes to a fund's investment objective, that the Investment Company Act envisions will be approved directly by shareholders.
- o Proposals related to limiting corporate conduct in some manner that relates to the shareholder's environmental or social concerns. The Committee generally believes that annual shareholder meetings are inappropriate forums for discussion of larger social issues, and opposes shareholder resolutions "micromanaging" corporate conduct or requesting release of information that would not help a shareholder evaluate an investment in the corporation as an economic matter. While the Committee is generally supportive of proposals to require corporate disclosure of matters that seem relevant and material to the economic interests of shareholders, the Committee is generally not supportive of proposals to require disclosure of corporate matters for other purposes.

Item 8 - Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers - Not Applicable

Item 9 - Submission of Matters to a Vote of Security Holders - Not Applicable

Item 10 - Controls and Procedures

10(a) - The registrant's certifying officers have reasonably designed such disclosure controls and procedures to ensure material information relating to the registrant is made known to us by others particularly during the period in which this report is being prepared. The registrant's certifying officers have determined that the registrant's disclosure controls and procedures are effective based on our evaluation of these controls and procedures as of a date within 90 days prior to the filing date of this report.

10(b) - There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a-3(d)) that occurred during the second fiscal half-year of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 11 - Exhibits attached hereto

11(a) (1) - Code of Ethics - See Item 2

11(a) (2) - Certifications - Attached hereto

11(a) (3) - Not Applicable

11(b) - Certifications - Attached hereto

Edgar Filing: MUNIYIELD NEW JERSEY FUND INC - Form N-CSR/A

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MuniYield New Jersey Fund, Inc.

By: /s/ Robert C. Doll, Jr.

Robert C. Doll, Jr.,
President of
MuniYield New Jersey Fund, Inc.

Date: January 13, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Robert C. Doll, Jr.

Robert C. Doll, Jr.,
President of
MuniYield New Jersey Fund, Inc.

Date: January 13, 2005

By: /s/ Donald C. Burke

Donald C. Burke,
Chief Financial Officer of
MuniYield New Jersey Fund, Inc.

Date: January 13, 2005