

LAWRENCE JAMES G  
 Form 4  
 September 01, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LAWRENCE JAMES G

2. Issuer Name and Ticker or Trading Symbol  
 VALLEY NATIONAL BANCORP [VLY]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1455 VALLEY ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/28/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

WAYNE, NJ 07470-  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/28/2009                           | 08/28/2009   | P                              | (A)<br>Amount<br>2,971.138<br>(1)                                 | \$<br>4,134.138<br>(3)<br>11.78   | I  | Custodian For Son                                     |
| Common Stock                    |                                      |  |                                |   | 283,662 (3)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 19,452  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 9,807   | I  | Executor  |
| Common Stock                    |                                      |  |                                |   | 2,104   | I  | Spouse And Self/custodians For                        |

|              |        |   |   |
|--------------|--------|---|---|
| Common Stock | 30,359 | I | Grandchildren<br>Trustee FBO<br>Mother <sup>(2)</sup> |
|--------------|--------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Stock Options                              | \$ 17.8762   |                                      |  |                                |   | 11/27/2002   | 11/27/2011  | Common Stock                                       | 6,156                      |
| Stock Options                              | \$ 18.7238   |                                      |  |                                |   | 11/18/2003   | 11/18/2012  | Common Stock                                       | 7,036                      |
| Stock Options                              | \$ 21.8286   |                                      |  |                                |   | 11/17/2004   | 11/17/2013  | Common Stock                                       | 16,080                     |
| Stock Options                              | \$ 21.9143   |                                      |  |                                |   | 11/26/2005   | 11/16/2014  | Common Stock                                       | 15,316                     |
| Stock Options                              | \$ 20.2952   |                                      |  |                                |   | 11/14/2006   | 11/14/2015  | Common Stock                                       | 17,624                     |
| Stock Options                              | \$ 22.2095   |                                      |  |                                |   | 11/13/2007   | 11/13/2016  | Common Stock                                       | 16,785                     |
| Stock Options                              | \$ 16.9619   |                                      |  |                                |   | 02/12/2009   | 02/12/2018  | Common Stock                                       | 11,025                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

LAWRENCE JAMES G  
1455 VALLEY ROAD  
WAYNE, NJ 07470-

Executive Vice President

## Signatures

/s/ M. NASETTE ARANDA, AS  
ATTORNEY-IN-FACT

09/01/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares were purchased under Valley National Bancorp's Dividend Reinvestment Plan.
  - (2) Mr. Lawrence is a trustee of a trust for the benefit of his mother, of which he is a 45% beneficiary; and his son a 10% beneficiary, of which Mr. Lawrence is the trustee. The reported amount reflects Mr. Lawrence and his son's shares of the trust.
  - (3) Valley National Bancorp declared a 5% stock dividend on April 14, 2009, issued on May 22, 2009 to shareholders of record on May 8, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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