

ESKOW ALAN D
Form 4
February 08, 2012

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 *
ESKOW ALAN D

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)
02/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior EVP & CFO, Director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/07/2012 | | A | (A) or (D) Amount 31,656 (3) | A \$ 0 130,172 | D (1) (2) | |
| Common Stock | | | | | 1,056 | I (1) | Ira/wife |
| Common Stock | | | | | 49,330 | I (2) | Spouse |
| Common Stock (401k Plan) | | | | | 3,909 | D (4) | |
| Common Stock (Roth) | | | | | 10,075 | D | |

IRA)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option/NQ | \$ 12.5 | | | | | 11/15/2011 11/15/2020 | Common Stock | 20,162 |
| Stock Options | \$ 16.98 | | | | | 11/18/2003 11/18/2012 | Common Stock | 13,081 |
| Stock Options | \$ 19.8 | | | | | 11/17/2004 11/17/2013 | Common Stock | 17,729 |
| Stock Options | \$ 19.88 | | | | | 11/16/2005 11/16/2014 | Common Stock | 16,887 |
| Stock Options | \$ 18.41 | | | | | 11/14/2006 11/14/2015 | Common Stock | 19,430 |
| Stock Options | \$ 20.14 | | | | | 11/13/2007 11/13/2016 | Common Stock | 21,059 |
| Stock Options | \$ 15.38 | | | | | 02/12/2009 02/12/2018 | Common Stock | 20,057 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESKOW ALAN D 1455 VALLEY ROAD | X | | Senior EVP & CFO, Director | |

WAYNE, NJ 07470-

Signatures

/s/ ALAN D.
ESKOW

02/08/2012

__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) Adjusted for additional shares acquired through Dividend Reinvestment Plan.
- (2) The total shares held directly by Mr. Eskow are being adjusted for the number of shares held by his wife and are being properly reported separately in this report as indirect ownership.
- (3) Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan, with three-year equal vesting, beginning at grant date.
- (4) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

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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