

ESKOW ALAN D
Form 4
November 15, 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)
11/15/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 07/12/2012 | | G V | 500 D \$ 0 | 133,715 | D ⁽²⁾ | |
| Common Stock ⁽¹⁾ | 10/10/2012 | | G V | 500 D \$ 0 | 133,215 | D ⁽²⁾ | |
| Common Stock ⁽¹⁾ | 11/15/2012 | | F ⁽³⁾ | 2,605 D \$ 8.72 | 130,610 | D ⁽²⁾ | |
| Common Stock ⁽¹⁾ | 11/15/2012 | | P | 2,500 A \$ 8.8452 | 133,110 | D ⁽²⁾ | |
| Common Stock | | | | | 1,156 | I ⁽²⁾ | Ira/wife |

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| | | | |
|--------------------------|--------|------------------|--------|
| Common Stock | 51,797 | I | Spouse |
| Common Stock (401k Plan) | 4,347 | D ⁽⁴⁾ | |
| Common Stock (Roth IRA) | 10,579 | D | |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option/NQ | \$ 11.91 | | | | | 11/15/2011 | 11/15/2020 | Common Stock | 21,170 |
| Stock Options | \$ 16.16 | | | | | 11/18/2003 | 11/18/2012 | Common Stock | 13,776 |
| Stock Options | \$ 18.85 | | | | | 11/17/2004 | 11/17/2013 | Common Stock | 18,615 |
| Stock Options | \$ 18.93 | | | | | 11/16/2005 | 11/16/2014 | Common Stock | 17,732 |
| Stock Options | \$ 17.54 | | | | | 11/14/2006 | 11/14/2015 | Common Stock | 20,401 |
| Stock Options | \$ 19.19 | | | | | 11/13/2007 | 11/13/2016 | Common Stock | 22,112 |
| Stock Options | \$ 14.65 | | | | | 02/12/2009 | 02/12/2018 | Common Stock | 21,059 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESKOW ALAN D 1455 VALLEY ROAD WAYNE, NJ 07470- | X | | Senior EVP & CFO, Director | |

Signatures

/s/ ALAN D.
ESKOW

11/15/2012

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) Valley National Bancorp declared a 5% stock dividend on April 18, 2012, issued May 25, 2012 to shareholders of record on May 11, 2012.
- (2) Adjusted for additional shares acquired through Dividend Reinvestment Plan.
- (3) Shares withheld for payment of tax liability on restricted stock vesting.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.