

VALLEY NATIONAL BANCORP  
Form 8-K  
May 24, 2012

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 22, 2012**

**VALLEY NATIONAL BANCORP**

**(Exact Name of Registrant as Specified in Charter)**

**New Jersey**  
**(State or Other Jurisdiction**

**of Incorporation**

**1-11277**  
**(Commission**

**File Number)**

**22-2477875**  
**(I.R.S. Employer**

**Identification Number)**

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1455 Valley Road, Wayne, New Jersey  
(Address of Principal Executive Offices)  
(973) 305-8800

07470  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Valley National Bancorp (the Corporation ) has declared a 5% stock dividend to be distributed to shareholders on May 25, 2012. Effective May 22, 2012, the Corporation amended Paragraph (A), Article V of its Restated Certificate of Incorporation to increase by 11,048,725 shares (5%) the total authorized capital stock of the Corporation to 262,023,233 shares, consisting of 232,023,233 shares of common stock and 30,000,000 shares of preferred stock which may be issued in one or more classes or series. The amendment is attached hereto as Exhibit (3)(i). No shareholder approval was required in connection with this amendment.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit**

(3)(i) Amendment to the Restated Certificate of Incorporation of Valley National Bancorp, dated May 21, 2012.

**SIGNATURE**

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

Dated: May 24, 2012

**VALLEY NATIONAL BANCORP**

By: /s/ Alan D. Eskow  
Alan D. Eskow  
Senior Executive Vice President and

Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Title</b>
(3)(i)	Amendment to the Restated Certificate of Incorporation of Valley National Bancorp, dated May 21, 2012.