

VALLEY NATIONAL BANCORP

Form 4

February 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRELL ROBERT E

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)

01/31/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EXECUTIVE VICE PRESIDENT

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

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

WAYNE, NJ 07470-

(City) (State) (Zip)

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	01/31/2014		F	2,637	D	\$ 9.92	99,999	D
Common Stock	01/31/2014		A	22,681 (1)	A	\$ 0	122,680	D

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

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SEC 1474
(9-02)

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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 (Instr. 5)
				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	8,803
Stock Options	\$ 18.93					11/16/2005	11/16/2014	Common Stock	8,865
Stock Options	\$ 17.54					11/14/2006	11/14/2015	Common Stock	9,853
Stock Options	\$ 19.19					11/13/2007	11/13/2016	Common Stock	9,381
Stock Options	\$ 14.93					11/14/2008	11/14/2017	Common Stock	5,743

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FARRELL ROBERT E 1455 VALLEY ROAD WAYNE, NJ 07470-	EXECUTIVE VICE PRESIDENT

Signatures

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

02/04/2014

__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).

Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan. 11,341 of the shares are time-based
(1) with three-year equal vesting beginning at grant date. 11,340 of the shares are subject to performance-based vesting conditions over a three-year performance period, all of which may be forfeited in the event performance conditions are not satisfied.

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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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