

VALLEY NATIONAL BANCORP  
Form 8-K  
May 21, 2010

**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 18, 2010**

**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)

**07470**  
(Zip Code)

**(973) 305-8800**

(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.**

Effective May 18, 2010, Valley National Bancorp (the Corporation) amended its Restated Certificate of Incorporation by deleting in its entirety Paragraph (C) of Article V and Annex A to eliminate references to the Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Series A Preferred Stock). The amendment reflects the Corporation's repurchase of the Series A Preferred Stock, which had been created and issued to the United States Department of the Treasury (the Treasury) in connection with the Corporation's participation in the Treasury Troubled Asset Relief Program Capital Purchase Program under the Emergency Economic Stabilization Act of 2008 and the rules and regulations promulgated thereunder. The full text of the amendment is attached hereto as Exhibit 3(i) and incorporated herein by reference.

Effective May 19, 2010, the Corporation filed a Restated Certificate of Incorporation solely to restate and integrate and not to further amend the provisions of the Restated Certificate of Incorporation. The full text of the restatement is attached hereto as Exhibit 3(ii) and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**  
**Exhibit**

(3)(i) Amendment to the Restated Certificate of Incorporation of Valley National Bancorp, dated May 18, 2010.

(3)(ii) Restated Certificate of Incorporation of Valley National Bancorp, dated May 19, 2010.

**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 21, 2010

**VALLEY NATIONAL BANCORP**

By:

/s/ MITCHELL L. CRANDELL  
**Mitchell L. Crandell**  
**Senior Vice President and Controller**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Title</b>
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