

LIPKIN GERALD H  
Form 4  
February 15, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
LIPKIN GERALD H

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)  
02/14/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 02/14/2011                           |  | F <sup>(2)</sup>               | 2,526 D \$ 13.72  | 209,585   | D  |                                   |
| Common Stock <sup>(1)</sup>     | 02/14/2011                           |  | F <sup>(2)</sup>               | 1,772 D \$ 13.72  | 207,813   | D  |                                   |
| Common Stock <sup>(1)</sup>     | 02/15/2011                           |  | F <sup>(2)</sup>               | 1,948 D \$ 13.63  | 205,865   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,300   | I  | Spouse - Roth IRA                 |
| Common Stock                    |                                      |  |                                |   | 194,835   | I  | Wife                              |

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|                              |        |   |
|------------------------------|--------|---|
| Common Stock (401k Plan) (3) | 3,009  | D |
| Common Stock (Roth IRA)      | 55,240 | D |
| Common Stock (with Spouse)   | 140    | 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)

**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                            | \$ 13.13   |                                      |  |                                |   | Date Exercisable: 11/15/2011<br>Expiration Date: 11/15/2020 | Common Stock  | 39,924                        |
| Stock Option/NQ                            | \$ 18.07   |                                      |  |                                |   | Date Exercisable: 02/15/2002<br>Expiration Date: 02/15/2012 | Common Stock  | 27,959                        |
| Stock Options                              | \$ 18.07   |                                      |  |                                |   | Date Exercisable: 02/15/2002<br>Expiration Date: 02/15/2012 | Common Stock  | 1,590                         |
| Stock Options                              | \$ 17.36   |                                      |  |                                |   | Date Exercisable: 03/01/2004<br>Expiration Date: 03/01/2013 | Common Stock  | 10,341                        |
| Stock Options                              | \$ 19.95   |                                      |  |                                |   | Date Exercisable: 02/26/2005<br>Expiration Date: 02/26/2014 | Common Stock  | 28,141                        |
| Stock Options                              | \$ 19.99   |                                      |  |                                |   | Date Exercisable: 02/08/2006<br>Expiration Date: 02/08/2015 | Common Stock  | 26,803                        |
|  | \$ 18.99   |                                      |  |                                |   | Date Exercisable: 02/15/2007<br>Expiration Date: 02/15/2016 |   | 31,908                        |

|               |          |            |            |              |        |
|---------------|----------|------------|------------|--------------|--------|
| Stock Options |          |            |            | Common Stock |        |
| Stock Options | \$ 21.34 | 02/13/2008 | 02/13/2017 | Common Stock | 42,543 |
| Stock Options | \$ 16.15 | 02/12/2009 | 02/12/2018 | Common Stock | 40,518 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| LIPKIN GERALD H<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470- | X             |           | Chairman, President and CEO |       |

## Signatures

/s/ GERALD H.  
LIPKIN

02/15/2011

\*\*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% dividend on April 14, 2010, issued May 21, 2010 to shareholders of record on May 7, 2010.
- (2) Shares withheld for payment of tax liability on restricted stock vesting.
- (3) 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.