

PEAPACK GLADSTONE FINANCIAL CORP  
 Form 4  
 March 13, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**LAMB JAMES R**

2. Issuer Name and Ticker or Trading Symbol  
**PEAPACK GLADSTONE FINANCIAL CORP [PGC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**500 HILLS DRIVE, SUITE 300, PO BOX 700**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/11/2017**

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

**BEDMINSTER, NJ 07921**

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 03/11/2017                           |  | A                              | 412 A \$ 0  | 21,427  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,684   | I  | Spouse                            |

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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock option (right to buy)                | \$ 23.4  |                                      |  |                                |   | (1) 01/02/2018   | Common Stock 2,310  |  |
| Stock Option (right to buy)                | \$ 13.43   |                                      |  |                                |   | (2) 01/04/2020   | Common Stock 5,000  |  |
| Stock Option (right to buy)                | \$ 13.53   |                                      |  |                                |   | (3) 01/03/2021   | Common Stock 2,500  |  |
| Stock Option (right to buy)                | \$ 10.72   |                                      |  |                                |   | (4) 01/03/2022   | Common Stock 2,500  |  |
| Stock Option (right to buy)                | \$ 14.68   |                                      |  |                                |   | (5) 01/02/2023   | Common Stock 2,500  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LAMB JAMES R<br>500 HILLS DRIVE, SUITE 300<br>PO BOX 700<br>BEDMINSTER, NJ 07921 | X             |           |         |       |

## Signatures

James R. Lamb

03/13/2017

\*\*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) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
- (2) The options are exercisable in four equal annual installments on January 4, 2011, 2012, 2013 and 2014.
- (3) The options are exercisable in four equal annual installments on January 3, 2012, 2013, 2014 and 2015.
- (4) The options are exercisable in four equal annual installments on January 3, 2013, 2014, 2015 and 2016.
- (5) The options are exercisable in three equal annual installments on January 2, 2014, 2015 and 2016.

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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