

Waser Eric H.
Form 4
March 22, 2018

FORM 4

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

OMB APPROVAL

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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 *
Waser Eric H.

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

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2018

____ Director
 Officer (give title below) EVP, Head of Comm Banking
____ 10% Owner
____ Other (specify below)

(Street)
BEDMINSTER, NJ 07921-0700

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					23,762	D	
Common Stock					4,977.2499 (1)	I	401(k)
Common Stock					3,139.552	I	Employee Stock Purchase Plan

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	03/20/2018		A		6,686		<u>(3)</u>	<u>(3)</u>	Common Stock	6,686	\$
Restricted Stock Units	<u>(2)</u>	03/20/2018		A		1,415		<u>(4)</u>	<u>(4)</u>	Common Stock	5,393	\$
Restricted Stock Units	<u>(5)</u>	03/20/2018		A		2,228		<u>(6)</u>	<u>(6)</u>	Common Stock	2,228	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waser Eric H. 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921-0700			EVP, Head of Comm Banking	

Signatures

Eric H. Waser 03/22/2018
 **Signature of Date
 Reporting Person

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) Includes 401 (K) contributions used to purchase PGC stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (3) The restricted stock units vest and settle in stock in three approximately equal installments on each of the first three anniversaries of the grant date.
- (4) The restricted stock units vest and settle in stock in five approximately equal installments on each of the first five anniversaries of the grant date.
- (5) Each restricted stock unit represents the right to receive one share of common stock of Peapack-Gladstone Financial Corporation subject to certain performance conditions. The units will cliff vest, after three years, if the conditions are met.
- (6) The restricted stock units will cliff vest on the third anniversary of the grant date subject to certain performance conditions being satisfied.

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.