

LAWRENCE JAMES G  
 Form 4  
 September 15, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**LAWRENCE JAMES G**

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)  
**09/14/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock <sup>(1)</sup>     | 09/14/2011                           |  | S                              | 505   | D \$ 10.906   | 1,708  | I Spouse And Self/custodians For Grandchildren        |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   |   | 317,631  | D   |
| Common Stock                    |                                      |  |                                |   |   | 21,445   | I By Spouse   |
| Common Stock                    |                                      |  |                                |   |   | 4,557  | I Custodian For Son                                   |
|                                 |                                      |  |                                |   |   | 10,812   | I Executor <sup>(2)</sup>                             |

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Common  
Stock

Common  
Stock

18,247

I

Executor -  
Mother's Estate  
(3)

Common  
Stock

60,855

I

Trustee FBO  
Mother (4)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option/NQ                            | \$ 12.5048   |                                      |  |                                |   | 11/15/2011 11/15/2020                                    | Common Stock  | 5,988                         |
| Stock Options                              | \$ 16.219  |                                      |  |                                |   | 11/27/2002 11/27/2011                                    | Common Stock  | 6,787                         |
| Stock Options                              | \$ 16.981  |                                      |  |                                |   | 11/18/2003 11/18/2012                                    | Common Stock  | 7,757                         |
| Stock Options                              | \$ 19.8  |                                      |  |                                |   | 11/17/2004 11/17/2013                                    | Common Stock  | 17,728                        |
| Stock Options                              | \$ 19.8762   |                                      |  |                                |   | 11/26/2005 11/16/2014                                    | Common Stock  | 16,886                        |
| Stock Options                              | \$ 18.4095   |                                      |  |                                |   | 11/14/2006 11/14/2015                                    | Common Stock  | 19,430                        |
| Stock Options                              | \$ 20.1429   |                                      |  |                                |   | 11/13/2007 11/13/2016                                    | Common Stock  | 18,506                        |
| Stock                                      | \$ 15.381  |                                      |  |                                |   | 02/12/2009 02/12/2018                                    | Common  | 12,155                        |

Options

Stock

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| LAWRENCE JAMES G<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470- |               |           | Executive Vice President |       |

## Signatures

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

09/15/2011

\_\_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% stock dividend on April 13, 2011, to shareholders of record on May 6, 2011, payable May 20, 2011.
  - (2) Mr. Lawrence is the Executor and 50% beneficiary of his father's Estate.
  - (3) Mr. Lawrence is the Executor and 50% beneficiary of his Mother's Estate.
  - (4) Mr. Lawrence is a trustee of a trust for the benefit of his mother, of which he is a 45% beneficiary; and his son a 10% beneficiary, of which Mr. Lawrence is the trustee. The reported amount reflects the total shares held in the trust.

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