

LAWRENCE JAMES G
 Form 4
 February 09, 2012

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)
02/07/2012

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <u>(1)</u> | 02/07/2012 | | A | V Amount <u>4,058</u> (2) | \$ 0 321,689 | D | |
| Common Stock <u>(1)</u> | | | | | 21,445 | I | By Spouse |
| Common Stock <u>(1)</u> | | | | | 4,557 | I | Custodian For Son |
| Common Stock <u>(1)</u> | | | | | 1,733 | I | Spouse And Self/custodians For Grandchildren |

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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 | \$ 16.981 | | | | | 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 Options | \$ 15.381 | | | | | 02/12/2009 02/12/2018 | Common Stock | 12,155 |

Reporting Owners

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

Signatures

/s/ JAMES G.
LAWRENCE

02/08/2012

__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) Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan, with three-year equal vesting, beginning at grant date.

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.