VALLEY NATIONAL BANCORP

Form 4

January 31, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Onorato Andrea T

1. Name and Address of Reporting Person *

			VALLEY NATIONAL BANCORP [VLY]				CORP	(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner X_ Officer (give title Other (specify below)				
1455 VALLEY ROAD			01/27/2017					EVP-Chief Admin. Officer				
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
	Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
WAYNE, N						Form filed by More than One Reporting Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	01/27/2017			F	872	D	\$ 12.2	71,430 (1)	D			
Common Stock	01/30/2017			F	537	D	\$ 12.29	70,893	D			
Common Stock	01/31/2017			F	495	D	\$ 12.07	70,398	D			
Common Stock	01/31/2017			F	594	D	\$ 12.07	69,804	D			
Common Stock (401k Plan)								2,329 (2)	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date		Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Year)		Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
	Derivative				Securities			(Instr. 3 and 4)			(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date	Title Num	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Onorato Andrea T 1455 VALLEY ROAD WAYNE, NJ 07470

EVP-Chief Admin. Officer

Signatures

/s/ Andrea T.

Onorato 01/31/2017

**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).
- The amount of securities beneficially owned has been adjusted to reflect the forfeiture of performance-based restricted shares granted in (1) January 2014 and originally reported on Form 4. These shares did not vest based on the applicable total shareholder return and growth in tangible book value conditions measured over the three-year performance period ending December 31, 2016.
- (2) Holdings under the Valley National Bank's 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.

Reporting Owners 2

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