

LIPKIN GERALD H
Form 4
November 19, 2009

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 *
LIPKIN GERALD H

2. Issuer Name and Ticker or Trading Symbol
VALLEY NATIONAL BANCORP [VLY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)
1455 VALLEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2009

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 Ownership (Instr. 4)		
			Code	V	Amount (D)	Price			
Common Stock <u>(1)</u>	11/17/2009		A		26,395 <u>(2)</u>	\$ 0	247,849	D	
Common Stock <u>(1)</u>							185,559	I	Wife
Common Stock (401k Plan) <u>(3)</u>							2,719	D	
Common Stock (with Spouse)							134	D	

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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	\$ 18.9714					02/15/2002 02/15/2012	Common Stock	26,628
Stock Options	\$ 18.9714					02/15/2002 02/15/2012	Common Stock	1,514
Stock Options	\$ 18.2286					03/01/2004 03/01/2013	Common Stock	9,849
Stock Options	\$ 20.9524					02/26/2005 02/26/2014	Common Stock	26,803
Stock Options	\$ 20.9905					02/08/2006 02/08/2015	Common Stock	25,527
Stock Options	\$ 19.9429					02/15/2007 02/15/2016	Common Stock	30,388
Stock Options	\$ 22.4095					02/13/2008 02/13/2017	Common Stock	40,517
Stock Options	\$ 16.9619					02/12/2009 02/12/2018	Common Stock	38,587

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPKIN GERALD H 1455 VALLEY ROAD	X		Chairman, President and CEO	

WAYNE, NJ 07470-

Signatures

/s/ GERALD H.

11/19/2009

LIPKIN

__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% dividend on April 14, 2009, issued on May 22, 2009 to shareholders of record on May 8, 2009.

Restricted stock granted under the Valley National Bancorp 2009 Long Term Stock Incentive Plan. Under the TARP rules, the restricted

(2) stock grants cannot vest for a period of two years following the grant date. If the TARP funds are repaid, the restricted stock may be subject to a three year vesting period.

(3) Holdings under the Valley 401K Plan has been updated to reflect reporting officer'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.

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