

BABCOCK JOHN P  
Form 4  
March 13, 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 \*  
BABCOCK JOHN P

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)  
03/11/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SEVP & Pres of Priv Wealth Mgt

(Street)  
BEDMINSTER, NJ 07921-1538

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 Price			
Common Stock	03/11/2018		F <sup>(6)</sup>	1,693 D \$ 34.71	73,381.67	D	<sup>(2)</sup>
Common Stock	03/11/2018		F <sup>(6)</sup>	1,309 D \$ 34.71	72,072.67	D	<sup>(2)</sup>
Common Stock	03/11/2018		F <sup>(6)</sup>	810 D \$ 34.71	73,719.67	D	<sup>(2)</sup>
Common Stock	03/11/2018		F <sup>(6)</sup>	165 D \$ 34.71	74,052.67	D	<sup>(2)</sup>
Common Stock	03/11/2018		F <sup>(6)</sup>	457 D \$ 34.71	74,981.17	D	<sup>(2)</sup>

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Common Stock	3,842	I	Rabbi Trust <sup>(7)</sup>
Common Stock	5,324.9854 <u>(1)</u>	I	401(K)

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

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**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 of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Unit	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	10,455
Restricted Stock Unit	<u>(3)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,995

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABCOCK JOHN P 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921-1538			SEVP & Pres of Priv Wealth Mgt	

## Signatures

John P. Babcock                      03/13/2018

           \*\*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) Includes 401(K) contributions used to purchase PGC stock.
- (2) 10,804 shares held in trust
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (4) 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.
- (5) 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.
- (6) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.
- (7) Held indirectly through a rabbi trust pursuant to a non-qualified deferred compensation 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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