

VALLEY NATIONAL BANCORP

Form 4

February 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mueller Bernadette

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)
01/31/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP, Retail Banking

WAYNE, NJ 07470

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock <u>(1)</u>	01/31/2014		F		1,933	D \$ 9.92	61,143	D	
Common Stock <u>(1)</u>	01/31/2014		A		15,121 <u>(2)</u>	A \$ 0	76,264	D	
Common Stock							117	I	Shares held by daughter
Common Stock (401k Plan) <u>(3)</u>							2,861	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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SEC 1474
(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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ	\$ 11.91					11/15/2011	11/15/2020	Common Stock	6,602
Stock Options	\$ 18.93					11/16/2005	11/16/2014	Common Stock	3,695
Stock Options	\$ 17.54					11/14/2006	11/14/2015	Common Stock	4,221
Stock Options	\$ 19.19					11/13/2007	11/13/2016	Common Stock	4,020
Stock Options	\$ 14.93					11/14/2008	11/14/2017	Common Stock	3,829
Stock Options	\$ 14.24					11/17/2009	11/17/2018	Common Stock	2,431

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mueller Bernadette 1455 VALLEY ROAD WAYNE, NJ 07470	Executive VP, Retail Banking

Signatures

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

02/04/2014

__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) Adjusted for additional shares acquired through Dividend Reinvestment Plan.

Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan. 7,561 of the shares are time-based

(2) with three-year equal vesting beginning at grant date. 7,560 of the shares are subject to performance-based vesting conditions over a three-year performance period, all of which may be forfeited in the event performance conditions are not satisfied.

(3) Holdings under the Valley 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.

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