

LAWRENCE JAMES G
 Form 5
 February 11, 2010

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

1455 VALLEY ROAD
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

WAYNE, NJ 07470-

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/31/2009 | ^ | J4 ⁽¹⁾ | 16,551 A | \$ 0 <u>(1)</u> | 16,551 I | Executor - Mother's Estate |
| Common Stock ⁽²⁾ | ^ | ^ | ^ | ^ | ^ | 285,562 D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | 19,452 I | By Spouse |
| Common Stock | ^ | ^ | ^ | ^ | ^ | 4,163 I | Custodian For Son |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|--|
| Common Stock | Â | Â | Â | Â | Â | Â | 9,807 | I | Executor ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,008 | I | Spouse And Self/custodians For Grandchildren |
| Common Stock | Â | Â | Â | Â | Â | Â | 55,198 | I | Trustee FBO Mother ⁽⁴⁾ |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options | \$ 17.8762 | Â | Â | Â | Â | 11/27/2002 | 11/27/2011 | Common Stock | 6,156 |
| Stock Options | \$ 18.7238 | Â | Â | Â | Â | 11/18/2003 | 11/18/2012 | Common Stock | 7,036 |
| Stock Options | \$ 21.8286 | Â | Â | Â | Â | 11/17/2004 | 11/17/2013 | Common Stock | 16,080 |
| Stock Options | \$ 21.9143 | Â | Â | Â | Â | 11/26/2005 | 11/16/2014 | Common Stock | 15,316 |
| Stock Options | \$ 20.2952 | Â | Â | Â | Â | 11/14/2006 | 11/14/2015 | Common Stock | 17,624 |
| Stock Options | \$ 22.2095 | Â | Â | Â | Â | 11/13/2007 | 11/13/2016 | Common Stock | 16,785 |
| Stock Options | \$ 16.9619 | Â | Â | Â | Â | 02/12/2009 | 02/12/2018 | Common Stock | 11,025 |

Reporting Owners

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

Signatures

/s/ JAMES G.
LAWRENCE

02/11/2010

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) Mr. Lawrence is the Executor and 50% beneficiary of his Mother's Estate.
- (2) Valley National Bancorp declared a 5% dividend on April 14, 2009, issued on May 22, 2009 to shareholders of record on May 8, 2009.
- (3) Mr. Lawrence is the Executor and 50% beneficiary of his father's Estate.
- (4) Mr. Lawrence is a trustee of a trust for the benefit of his mother, of which he is a 45% beneficiary; and his son a 10% beneficiary, of which Mr. Lawrence is the trustee. The reported amount reflects the total shares held in the trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.