

Spero Vincent A
Form 4
March 13, 2019

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 *
Spero Vincent A

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)
03/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Head of Comm Real Estate

(Street)
BEDMINSTER, NJ 07921

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	03/11/2019		F(1)	271 D \$ 27.75	47,847.4934	D	
Common Stock	03/11/2019		F(1)	259 D \$ 27.75	47,588.4934	D	
Common Stock	03/11/2019		F(1)	615 D \$ 27.75	48,579.4934	D	
Common Stock	03/11/2019		F(1)	347 D \$ 27.75	49,139.4934	D	
Common Stock	03/11/2019		F(1)	489 D \$ 27.75	49,928.4934	D	

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Common Stock	03/11/2019	F ⁽¹⁾	196	D	\$ 27.75	50,243.4934	D	
Common Stock						15,347.35 ⁽²⁾	I	401(k) Plan/Profit Sharing
Common Stock						3,370.7616 ⁽³⁾	I	Employee Stock Purchase Plan

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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Units	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	7,520
Restricted Stock Units	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	4,764
Restricted Stock Units	⁽⁷⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	2,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Spero Vincent A
500 HILLS DRIVE, SUITE 300
PO BOX 700
BEDMINSTER, NJ 07921

EVP, Head of Comm'l Real Estate

Signatures

Vincent A.
Spero

03/13/2019

**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) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.
- (2) Includes 401(k) contributions used to purchase PGC stock.
- (3) Includes shares received through dividend reinvestment since the last filing.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (5) 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.
- (6) 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.
- (7) Each restricted stock unit represents the right to receive one share of common stock of Peapack-Gladstone Financial Corporation subject to certain performance conditions. The units will cliff vest, after three years, if the conditions are met.
- (8) The restricted stock units will cliff vest on the third anniversary of the grant date subject to certain performance conditions being satisfied.

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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