

VALLEY NATIONAL BANCORP
 Form 5
 February 08, 2005

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 *
 ENGEL ALBERT L

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)
 12/31/2004

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) Amount (D) Price | 16,009 | D | |
| Common Stock -- (401K Plan) | 12/31/2004 | | J(1) | 218 A \$0 | 1,601 | D | |

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

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SEC 2270 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | | | (A) | (D) | | |
| Stock Option | \$ 12.33 | Â | Â | Â | Â | Â | 10/01/1997 10/01/2006 | Common Stock | 10,47 |
| Stock Option | \$ 15.96 | Â | Â | Â | Â | Â | 10/27/1998 10/27/2007 | Common Stock | 5,98 |
| Stock Option | \$ 16.69 | Â | Â | Â | Â | Â | 10/23/1999 10/23/2008 | Common Stock | 7,97 |
| Stock Option | \$ 17.42 | Â | Â | Â | Â | Â | 11/12/2000 11/12/2009 | Common Stock | 7,59 |
| Stock Option | \$ 19.59 | Â | Â | Â | Â | Â | 11/15/2001 11/15/2010 | Common Stock | 8,68 |
| Stock Option | \$ 22.27 | Â | Â | Â | Â | Â | 11/07/2002 11/07/2011 | Common Stock | 5,47 |
| Stock Option | \$ 23.89 | Â | Â | Â | Â | Â | 11/18/2003 11/18/2012 | Common Stock | 7,71 |
| Stock Option | \$ 27.86 | Â | Â | Â | Â | Â | 11/17/2004 11/17/2013 | Common Stock | 7,35 |
| Stock Option | \$ 27.97 | Â | Â | Â | Â | Â | 11/16/2005 11/16/2014 | Common Stock | 10,00 |
| STOCK OPTION/NQ | \$ 22.27 | Â | Â | Â | Â | Â | 11/07/2002 11/07/2011 | Common Stock | 2,79 |

Reporting Owners

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

Signatures

ALBERT L
ENGEL

01/06/2005

 **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) Balance update on Valley shares held under the Valley 401k plan, as of December 31, 2004.

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.