

LIPKIN GERALD H

Form 4

February 14, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 LIPKIN GERALD H

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)
 02/12/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chairman, President and CEO

WAYNE, NJ 07470-

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	(A) or (D)	Price			
401K								2,230 ⁽¹⁾	D	
Common Stock	02/12/2008		<u>A</u> ⁽²⁾		23,529	A	\$ 0	224,879 ⁽³⁾ <u>⁽⁴⁾</u>	D	
Common Stock (with Spouse)								122	D	
Common Stock / IRA								5,046	D	
Common Stock								4,632	I	IRA/WIFE

Edgar Filing: LIPKIN GERALD H - Form 4

Common Stock	180,163	I	WIFE
-----------------	---------	---	------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)	8. Amount Owned or Controlled by the Registrant (Instr. 3)
				Code	V	(A)	(D)	
Stock Appreciation Right	\$ 16.1429					02/09/1999	02/09/2008	Common Stock
Stock Option	\$ 16.1429					02/09/1999	02/09/2008	Common Stock
Stock Option	\$ 20.1015					03/01/2004	03/01/2013	Common Stock
Stock Option	\$ 20.9222					02/15/2002	02/15/2012	Common Stock
Stock Option	\$ 21.9864					02/15/2007	02/15/2016	Common Stock
Stock Option	\$ 23.099					02/26/2005	02/26/2014	Common Stock
Stock Option	\$ 23.1422					02/08/2006	02/08/2015	Common Stock
Stock Option	\$ 24.7143					02/13/2008	02/13/2017	Common Stock
Stock Option	\$ 18.7	02/12/2008		A	35,000	02/12/2009	02/12/2018	Common Stock
STOCK OPTION/NQ	\$ 15.8095					01/05/2000	01/05/2009	Common Stock
STOCK	\$ 17.4495					02/08/2001	02/08/2011	COMMON

OPTION/NQ

STK.

STOCK
OPTION/NQ \$ 20.9222

02/15/2002 02/15/2012

Common
Stock

2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPKIN GERALD H 1455 VALLEY ROAD WAYNE, NJ 07470-	X		Chairman, President and CEO	

Signatures

GERALDHLIPKIN

02/14/2008

**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) Reporting person's total shares held under Valley's 401(k) plan.
- (3) Valley declared a 5% stock dividend on April 11, 2007, payable May 25, 2007 to shareholders of record on May 11, 2007.
- (4) Includes restricted shares granted under VNB 1999 Long Term Stock Incentive Plan, vesting in five equal installments beginning one year from the grant date.
- (2) Restricted shares granted under the 1999 Long Term Incentive Stock Plan, with five-year equal vesting beginning at grant date.

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