

FERNANDEZ EUGENE MARK  
 Form 3  
 June 06, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement             |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â FERNANDEZ EUGENE MARK                   |         |          | (Month/Day/Year)                                 |  | VALLEY NATIONAL BANCORP [VLY]                      |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| 1455 VALLEY ROAD                          |         |          | (Check all applicable)                           |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |          | ___ Director ___ 10% Owner                       |  |  | ___X___ Form filed by One Reporting Person                 |
| WAYNE,Â NJÂ 07470                         |         |          | ___X___ Officer ___ Other                        |  |  | ___ Form filed by More than One Reporting Person           |
| (City) (State) (Zip)                      |         |          | EVP, Chief Marketing Officer                     |  |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 17,825 <sup>(1)</sup>                                 | D  | Â   |
| Common Stock (with Spouse)      | 30,500  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|               | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Options | 01/01/2018       | 01/01/2027      | Common Stock | 30,500 <sup>(2)</sup>      | \$ 6.5574           | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| FERNANDEZ EUGENE MARK<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470 | Â             | Â         | Â EVP, Chief Marketing Officer | Â     |

## Signatures

/s/ Eugene M. Fernandez                      06/06/2018

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted shares granted under the Valley National Bancorp 2016 Long Term Stock Incentive Plan 5/16/2018 with a four year vesting schedule.
- (2) Stock Options originally granted by USAB 1-1-2017 with a 3 year vesting schedule.

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.