

VALLEY NATIONAL BANCORP  
 Form 4  
 February 14, 2008

**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 \*  
**ESKOW ALAN D**

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)  
**Executive Vice President & CFO**

**WAYNE, NJ 07470-**

(City) (State) (Zip)

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

**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					726 <u>(1)</u>	D	
401K					2,867 <u>(2)</u>	D	
COMMON STK.					1,937 <u>(1)</u>	D	
Common Stock	02/12/2008		<u>A</u> <sup>(3)</sup>	9,625 A \$ 0	94,811 <u>(4)</u>	D	
Common Stock					708 <u>(1)</u>	I	IRA/WIFE

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.7333					10/23/1999	10/23/2008	Common Stock	3,9
Stock Option	\$ 15.3143					11/12/2000	11/12/2009	Common Stock	8,7
Stock Option	\$ 16.7143					11/28/2001	11/28/2010	Common Stock	16,2
Stock Option	\$ 19.7143					11/27/2002	11/27/2011	Common Stock	6,6
Stock Option	\$ 20.6371					11/18/2003	11/18/2012	Common Stock	15,3
Stock Option	\$ 22.3855					11/14/2006	11/14/2015	Common Stock	15,9
Stock Option	\$ 24.0665					11/17/2004	11/17/2013	Common Stock	14,3
Stock Option	\$ 24.1615					11/16/2005	11/16/2014	Common Stock	13,8
Stock Option	\$ 24.4857					11/13/2007	11/13/2016	Common Stock	17,3
Stock Option	\$ 18.7	02/12/2008		A <sup>(5)</sup>	16,500	02/12/2009	02/12/2018	Common Stock	16,3
STOCK OPTION/NQ	\$ 19.7143					11/27/2002	11/27/2011	Common Stock	10,9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESKOW ALAN D 1455 VALLEY ROAD WAYNE, NJ 07470-			Executive Vice President & CFO	

## Signatures

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