

CROCITTO PETER P
Form 4
November 16, 2010

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 *
CROCITTO PETER P

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)
11/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior EVP & COO

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 (D) Price | | | |
| Common Stock ⁽²⁾ | 11/15/2010 ⁽³⁾ | | A | 15,385 A \$0 | 175,036 | D | |
| Common Stock | | | | | 6,473 | I | Custodian/child |
| Common Stock | | | | | 1,775 | I | Daughter |
| Common Stock | | | | | 36,302 | I | Wife |
| Common Stock (401k) | | | | | 3,356 | D ⁽⁴⁾ | |

Plan)

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option/NQ <u>(1)</u> | \$ 13.13 | 11/15/2010 | | A | 19,202 <u>(1)</u> | 11/15/2011 | 11/15/2020 | Common Stock | 19,202 |
| Stock Option/NQ | \$ 17.03 | | | | | 11/27/2002 | 11/27/2011 | Common Stock | 13,990 |
| Stock Options | \$ 14.43 | | | | | 11/28/2001 | 11/28/2010 | Common Stock | 21,330 |
| Stock Options | \$ 17.83 | | | | | 11/18/2003 | 11/18/2012 | Common Stock | 17,730 |
| Stock Options | \$ 17.03 | | | | | 11/27/2003 | 11/27/2011 | Common Stock | 6,320 |
| Stock Options | \$ 20.79 | | | | | 11/17/2004 | 11/17/2013 | Common Stock | 16,880 |
| Stock Options | \$ 20.87 | | | | | 11/16/2005 | 11/16/2014 | Common Stock | 16,080 |
| Stock Options | \$ 19.33 | | | | | 11/14/2006 | 11/14/2015 | Common Stock | 18,500 |
| Stock Options | \$ 21.15 | | | | | 11/13/2007 | 11/13/2016 | Common Stock | 20,050 |
| Stock Options | \$ 16.15 | | | | | 02/12/2009 | 02/12/2018 | Common Stock | 19,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROCITTO PETER P 1455 VALLEY ROAD WAYNE, NJ 07470- | | | Senior EVP & COO | |

Signatures

/s/ PETER
CROCITTO 11/16/2010

 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) ISOs granted under the Valley National Bancorp 2009 Long-Term Stock Incentive Plan, with three-year equal vesting, beginning at grant date.
- (2) Valley National Bancorp declared a 5% dividend on April 14, 2010, to be issued May 21, 2010 to shareholders of record on May 7, 2010.
- (3) Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan, with three-year equal vesting, beginning at grant date.
- (4) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

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.