

LAWRENCE JAMES G  
Form 4  
December 19, 2011

**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 \*  
LAWRENCE JAMES G

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)  
12/15/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock <sup>(2)</sup>	12/15/2011		S	400 D \$ 11.6	60,454	I	Trustee FBO Mother <sup>(1)</sup>
Common Stock <sup>(2)</sup>	12/16/2011		S	60,454 D \$ 11.71	0	I	Trustee FBO Mother <sup>(1)</sup>
Common Stock <sup>(2)</sup>	12/16/2011		S	18,246 D \$ 11.7	0	I	Executor - Mother's Estate <sup>(3)</sup>
Common Stock <sup>(2)</sup>	12/16/2011		S	10,811 D \$ 11.71	0	I	Executor <sup>(4)</sup>
Common Stock <sup>(2)</sup>					317,631	D	

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Common Stock <u>(2)</u>	21,445	I	By Spouse
Common Stock <u>(2)</u>	4,557	I	Custodian For Son
Common Stock <u>(2)</u>	1,708	I	Spouse And Self/custodians For Grandchildren

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ	\$ 12.5048					11/15/2011	11/15/2020	Common Stock	5,988
Stock Options	\$ 16.219					11/27/2002	11/27/2011	Common Stock	6,787
Stock Options	\$ 16.981					11/18/2003	11/18/2012	Common Stock	7,757
Stock Options	\$ 19.8					11/17/2004	11/17/2013	Common Stock	17,728
Stock Options	\$ 19.8762					11/26/2005	11/16/2014	Common Stock	16,886
Stock Options	\$ 18.4095					11/14/2006	11/14/2015	Common Stock	19,430
Stock Options	\$ 20.1429					11/13/2007	11/13/2016	Common Stock	18,506

Stock	\$ 15.381	02/12/2009	02/12/2018	Common	12,155
Options				Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE JAMES G 1455 VALLEY ROAD WAYNE, NJ 07470-			Executive Vice President	

## Signatures

/s/ JAMES G. LAWRENCE	12/16/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Mr. Lawrence is a trustee of a trust for the benefit of his mother, of which he is a 45% beneficiary; and his son a 10% beneficiary, of which Mr. Lawrence is the trustee. The reported amount reflects the total shares held in the trust.
- (2) Valley National Bancorp declared a 5% stock dividend on April 13, 2011, to shareholders of record on May 6, 2011, payable May 20, 2011.
- (3) Mr. Lawrence is the Executor and 50% beneficiary of his Mother's Estate.
- (4) Mr. Lawrence is the Executor and 50% beneficiary of his father's Estate.

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.