ESKOW ALAN D

Form 5 January 31, 2012

### FORM 5

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005
Estimated average

5. Relationship of Reporting Person(s) to

Issuer

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Symbol

Form 4
Transactions

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Transactions Reported

ESKOW ALAN D

1. Name and Address of Reporting Person \*

ESKOW AL	Symbol VALLE [VLY]	VALLEY NATIONAL BANCORP				(Check all applicable)				
(Last)	`	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011				X Director 10% Owner Senior EVP & CFO, Director			
1455 VALL	EY ROAD						5061 2 / 1 65 61 6, 266			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting			
							(check applicable line)			
WAYNE,Â	NJÂ 07470-						_X_ Form Filed by Form Filed by Person	One Reporting P More than One R		
(City)	(State)	(Zip) Tabl	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficial	lly 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. Securi Acquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or	))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/15/2011	Â	G	850	D	\$ 0	98,516	D (1) (2)	Â	
Common Stock	Â	Â	Â	Â	Â	Â	1,056	I (1)	Ira/wife	
Common Stock	Â	Â	Â	Â	Â	Â	49,330	I (2)	Spouse	
Common Stock (401k Plan)	Â	Â	Â	Â	Â	Â	3,909	D (3)	Â	

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

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SEC 2270

(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)	Secu Acqu (A) o	vative arities uired or osed O) r. 3,	6. Date Exerci Expiration Dat (Month/Day/Y	ie e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ	\$ 12.5	Â	Â	Â	Â	Â	11/15/2011	11/15/2020	Common Stock	20,162
Stock Option/NQ	\$ 16.22	Â	Â	Â	Â	Â	11/27/2002	11/27/2011	Common Stock	13,295
Stock Options	\$ 16.98	Â	Â	Â	Â	Â	11/18/2003	11/18/2012	Common Stock	13,081
Stock Options	\$ 19.8	Â	Â	Â	Â	Â	11/17/2004	11/17/2013	Common Stock	17,729
Stock Options	\$ 19.88	Â	Â	Â	Â	Â	11/16/2005	11/16/2014	Common Stock	16,887
Stock Options	\$ 18.41	Â	Â	Â	Â	Â	11/14/2006	11/14/2015	Common Stock	19,430
Stock Options	\$ 20.14	Â	Â	Â	Â	Â	11/13/2007	11/13/2016	Common Stock	21,059
Stock Options	\$ 15.38	Â	Â	Â	Â	Â	02/12/2009	02/12/2018	Common Stock	20,057

## **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps								
	Director	10% Owner	Officer	Other					

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ESKOW ALAN D 1455 VALLEY ROAD WAYNE, NJÂ 07470 Senior X Â EVP & CFO, Â Director

### **Signatures**

/s/ ALAN D. ESKOW

01/21/2012

\*\*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) Adjusted for additional shares acquired through Dividend Reinvestment Plan.
- The total shares held directly by Mr. Eskow are being adjusted for the number of shares held by his wife and are being properly reported separately in this report as indirect ownership.
- (3) 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 provided 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.

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