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VALLEY NATIONAL BANCORP Form 5 January 14, 2014 FO

(Last)

1455 VALLEY ROAD

WAYNE, NJÂ 07470-

(First)

(Street)

(Middle)

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

12/31/2013

| FORM 5 | | | | OMB AF | PPROVAL |
|--|------------------------|---|--------------------------------|--|---------------------|
| | UNITED STATES | S SECURITIES AND EXCHANGE | COMMISSION | OMB Number: | 3235-0362 |
| Check this box if no longer subject | | Washington, D.C. 20549 | | Expires: | January 31, 2005 |
| to Section 16. Form 4 or Form 5 obligations may continue. | | CATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES | NEFICIAL | Estimated a burden hour response | iverage |
| <i>See</i> Instruction 1(b). | Section $17(a)$ of the | Section 16(a) of the Securities Exchang Public Utility Holding Company Act of of the Investment Company Act of 19 | of 1935 or Section | | |
| 1. Name and Address ESKOW ALAN I | 1 0 - | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of I Issuer | Reporting Pers | on(s) to |
| | | VALLEY NATIONAL BANCORP [VLY] | (Check | all applicable |) |

3. Statement for Issuer's Fiscal Year Ended _X_ Director 10% Owner _X_ Officer (give title _ ___Other (specify below) below) Senior EVP & CFO, Director

6. Individual or Joint/Group Reporting

(check applicable line)

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person

| | (City) | (State) (Z | Zip) Table | e I - Non-Deri | vative Sec | curitie | s Acqui | ired, Disposed o | f, or Beneficial | ly Owned |
|-----|------------------------------------|---|---|---|---|---|---------|--|--|---|
| Sec | itle of urity str. 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, Amount | l (A) of l 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) |
| | mmon ock (1) | 12/06/2013 | Â | G | 1,000 | D | \$0 | 158,544 | D | Â |
| | mmon ock (1) | Â | Â | Â | Â | Â | Â | 1,254 | Ι | Ira/wife |
| | mmon ock | Â | Â | Â | Â | Â | Â | 51,796 | Ι | Spouse |
| Sto | mmon ock (401k m) <u>(2)</u> | Â | Â | Â | Â | Â | Â | 4,593 | D | Â |

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| Common | | | | | | | | |
|---------------|---|---|---|---|---|--------|---|---|
| Stock (Roth Â | Â | Â | Â | Â | Â | 10,578 | D | Â |
| IRA) | | | | | | | | |

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

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 urities uired or oosed O) r. 3, | 6. Date Exerci Expiration Dat (Month/Day/Y | te | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|---|-----------------------|--|--|--------------------|---|-------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option/NQ | \$ 11.91 | Â | Â | Â | Â | Â | 11/15/2011 | 11/15/2020 | Common Stock | 21,170 |
| Stock Options | \$ 18.93 | Â | Â | Â | Â | Â | 11/16/2005 | 11/16/2014 | Common Stock | 17,732 |
| Stock Options | \$ 17.54 | Â | Â | Â | Â | Â | 11/14/2006 | 11/14/2015 | Common Stock | 20,401 |
| Stock Options | \$ 19.19 | Â | Â | Â | Â | Â | 11/13/2007 | 11/13/2016 | Common Stock | 22,112 |
| Stock Options | \$ 14.65 | Â | Â | Â | Â | Â | 02/12/2009 | 02/12/2018 | Common Stock | 21,059 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|----------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| ESKOW ALAN D 1455 VALLEY ROAD WAYNE, NJ 07470- | ÂX | Â | Senior EVP & CFO, Director | Â | | | | |

Signatures

| /s/ ALAN D. | 01/09/2014 |
|-------------|------------|
| ESKOW | 01/09/2014 |

(9-02)

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<u>**</u>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.
- (2) 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.