

PEAPACK GLADSTONE FINANCIAL CORP
 Form 4
 September 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
 SPENGE MAN CRAIG C

2. Issuer Name and Ticker or Trading Symbol
 PEAPACK GLADSTONE FINANCIAL CORP [PGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 190 MAIN STREET, PO BOX 178
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & Chf Investment Off

GLADSTONE, NJ 07934

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 or Price | | |
| Common Stock | 09/08/2008 | | S | | 474 D \$ 30.2178 | D | |
| Common Stock | 09/08/2008 | | S | | 474 D \$ 30.2178 | I | Spouse |
| Common Stock | 09/09/2008 | | S | | 394 D \$ 30 | D | |
| Common Stock | 09/09/2008 | | S | | 394 D \$ 30 | I | Spouse |
| Common Stock | | | | | | I | 401K Plan/Profit Sharing |

Plan

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 18.66 | | | | | <u>(1)</u> | 02/05/2009 | Common Stock | 5,870 |
| Stock option (right to buy) | \$ 13.68 | | | | | <u>(2)</u> | 09/14/2010 | Common Stock | 1,398 |
| Stock option (right to buy) | \$ 16.86 | | | | | <u>(3)</u> | 01/11/2011 | Common Stock | 3,992 |
| Stock option (right to buy) | \$ 13.62 | | | | | <u>(4)</u> | 05/10/2011 | Common Stock | 2,661 |
| Stock option (right to buy) | \$ 28.89 | | | | | | 01/09/2004 01/09/2014 | Common Stock | 21,999 |
| Stock option (right to buy) | \$ 28.1 | | | | | <u>(5)</u> | 01/03/2017 | Common Stock | 4,000 |

buy)

| | | | | | |
|-----------------------------|----------|-----|------------|--------------|-------|
| Stock option (right to buy) | \$ 24.57 | (6) | 01/02/2018 | Common Stock | 4,000 |
|-----------------------------|----------|-----|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPENGEMAN CRAIG C 190 MAIN STREET PO BOX 178 GLADSTONE, NJ 07934 | X | | President & Chf Investment Off | |

Signatures

Craig C.
Spengeman 09/10/2008

__Signature of Date
Reporting Person

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) The options were exercisable in five equal annual installments on February 5, 2000, 2001, 2002, 2003 and 2004. On December 11, 2003, the Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
 - (2) The options were exercisable in five equal annual installments on September 14, 2001, 2002, 2003, 2004 and 2005. On December 11, 2003, the Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
 - (3) The options were exercisable in five equal annual installments on January 11, 2002, 2003, 2004, 2005 and 2006. On December 11, 2003, the Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
 - (4) The options were exercisable in five equal annual installments on May 10, 2002, 2003, 2004, 2005 and 2006. On December 11, 2003, the Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
 - (5) The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
 - (6) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.

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