

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-
(City) (State) (Zip)

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

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 Price			
Common Stock ⁽²⁾	12/15/2011		S	400 D \$ 11.6	60,454	I	Trustee FBO Mother ⁽¹⁾
Common Stock ⁽²⁾	12/16/2011		S	60,454 D \$ 11.71	0	I	Trustee FBO Mother ⁽¹⁾
Common Stock ⁽²⁾	12/16/2011		S	18,246 D \$ 11.7	0	I	Executor - Mother's Estate ⁽³⁾
Common Stock ⁽²⁾	12/16/2011		S	10,811 D \$ 11.71	0	I	Executor ⁽⁴⁾
Common Stock ⁽²⁾					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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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	
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
Options

02/12/2009 02/12/2018 Common Stock 12,155

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.