

HILL PAMELA
Form 4
May 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HILL PAMELA

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

500 HILLS DRIVE, SUITE 300, PO BOX 700

05/07/2012

(Street)

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

BEDMINSTER, NJ 07921

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/07/2012		G	V	820	D	(8) 70,186	D
Common Stock	05/07/2012		G	V	820	D	(8) 69,366	D
Common Stock	05/07/2012		G	V	820	D	(8) 68,546	D
Common Stock							26,192	I
							Held in a trust for which Ms. Hill is a	

beneficiary

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

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

SEC 1474
(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
Director Stock Options (right to buy)	\$ 27.51					<u>(1)</u>	01/09/2014	Common Stock	11,550
Stock Option (right to buy)	\$ 27.51					<u>(1)</u>	01/09/2014	Common Stock	5,773
Stock Option (right to buy)	\$ 26.76					<u>(2)</u>	01/03/2017	Common Stock	2,310
Stock Option (right to buy)	\$ 23.4					<u>(3)</u>	01/02/2018	Common Stock	2,310
Stock Option (right to buy)	\$ 13.43					<u>(5)</u>	01/04/2020	Common Stock	5,000
Stock Option (right to buy)	\$ 13.53					<u>(4)</u>	01/03/2021	Common Stock	2,500

Stock Option (right to buy)	\$ 10.72	01/03/2012	A	2,500	<u>(6)</u>	01/03/2022	Common Stock	2,500
--------------------------------------	----------	------------	---	-------	------------	------------	-----------------	-------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL PAMELA 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921	X			

Signatures

Pamela Hill	05/09/2012
<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) The options were exercisable in five equal annual installments on April 28, 1999, 2000, 2001, 2002 and 2003.
- (2) The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
- (3) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
- (4) The options are exercisable in five equal annual installments on January 3, 2012, 2013, 2014 and 2015.
- (5) The options are exercisable in five equal annual installments on January 4, 2011, 2012, 2013 and 2014.
- (6) The options are exercisable in five equal annual installments on January 3, 2013, 2014, 2015 and 2016.
- (7) Option grant has no purchase or sale price.
- (8) A gift involves no payment of consideration; therefore, no price is necessary.

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.