

ESKOW ALAN D
Form 5
January 11, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ESKOW ALAN D
(Last) (First) (Middle)
1455 VALLEY ROAD
(Street)
WAYNE, NJ 07470-
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALLEY NATIONAL BANCORP
[VLY]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EXECUTIVE VICE PRESIDENT CHIEF

6. Individual or Joint/Group Reporting
(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) | (A) or (D) | Price | 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 | 12/30/2005 | Â | J ⁽¹⁾ | 20 | A | \$ 0 | 615 ⁽¹⁾ | D | Â |
| 401K | 12/30/2005 | Â | J ⁽²⁾ | 243 | A | \$ 0 | 2,044 ⁽³⁾ | D | Â |
| COMMON STK. | 12/30/2005 | Â | J ⁽¹⁾ | 20 | A | \$ 0 | 1,757 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 68,371 ⁽⁴⁾ | D | Â |

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Common Stock 12/30/2005 Â J⁽¹⁾ 20 A \$ 0 600 ⁽¹⁾ I IRA/WIFE

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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 15.8952 | Â | Â | Â | Â Â | 10/23/1999 10/23/2008 | Common Stock 6,70 |
| Stock Option | \$ 16.5905 | Â | Â | Â | Â Â | 11/12/2000 11/12/2009 | Common Stock 7,97 |
| Stock Option | \$ 18.6571 | Â | Â | Â | Â Â | 11/28/2001 11/28/2010 | Common Stock 15,19 |
| Stock Option | \$ 21.7429 | Â | Â | Â | Â Â | 11/27/2001 11/27/2011 | Common Stock 5,99 |
| Stock Option | \$ 22.7524 | Â | Â | Â | Â Â | 11/18/2003 11/18/2012 | Common Stock 13,85 |
| Stock Option | \$ 24.68 | Â | Â | Â | Â Â | 11/14/2006 11/14/2015 | Common Stock 14,50 |
| Stock Option | \$ 26.5333 | Â | Â | Â | Â Â | 11/17/2004 11/17/2013 | Common Stock 13,23 |
| Stock Option | \$ 26.6381 | Â | Â | Â | Â Â | 11/16/2005 11/16/2014 | Common Stock 12,60 |
| STOCK OPTION/NQ | \$ 21.7429 | Â | Â | Â | Â Â | 11/27/2002 11/27/2011 | Common Stock 9,92 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ESKOW ALAN D
1455 VALLEY ROAD
WAYNE, NJ 07470-

Â Â Â EXECUTIVE VICE PRESIDENT CHIEF Â

Signatures

ALAN D
ESKOW 01/10/2006

**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).
- (3) Reporting person's total shares held under Valley's 401(k) plan.
- (4) Includes restricted shares granted under VNB 1999 Long Term Stock Incentive Plan, vesting in five equal installments beginning one year from the grant date.
- (1) Adjusted for additional shares acquired through Dividend Reinvestment Plan
- (2) Balance update on Valley shares held under Valley's 401K 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.