

LIPKIN GERALD H  
 Form 4  
 November 18, 2010

**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 \*  
**LIPKIN GERALD H**

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)  
**11/17/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

**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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock <sup>(1)</sup>             | 11/17/2010                           |  | F                              | (A) or (D)<br>V Amount<br>4,629<br><u>(2)</u>                     | \$<br>12.87   | D  |                                   |
| Common Stock                            |                                      |  |                                |   | 6,300   | I  | Spouse - Roth IRA                 |
| Common Stock                            |                                      |  |                                |   | 194,836   | I  | Wife                              |
| Common Stock (401k Plan) <sup>(3)</sup> |                                      |  |                                |   | 3,010   | D  |                                   |
|   |                                      |  |                                |   | 55,240  | D  |                                   |

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Common  
Stock  
(Roth IRA)

Common  
Stock (with  
Spouse)

140 D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option/NQ                            | \$ 13.13   |                                      |  |                                |   | 11/15/2011 11/15/2020                                    | Common Stock  | 39,924                        |
| Stock Option/NQ                            | \$ 18.07   |                                      |  |                                |   | 02/15/2002 02/15/2012                                    | Common Stock  | 27,959                        |
| Stock Options                              | \$ 18.07   |                                      |  |                                |   | 02/15/2002 02/15/2012                                    | Common Stock  | 1,590                         |
| Stock Options                              | \$ 17.36   |                                      |  |                                |   | 03/01/2004 03/01/2013                                    | Common Stock  | 10,341                        |
| Stock Options                              | \$ 19.95   |                                      |  |                                |   | 02/26/2005 02/26/2014                                    | Common Stock  | 28,141                        |
| Stock Options                              | \$ 19.99   |                                      |  |                                |   | 02/08/2006 02/08/2015                                    | Common Stock  | 26,803                        |
| Stock Options                              | \$ 18.99   |                                      |  |                                |   | 02/15/2007 02/15/2016                                    | Common Stock  | 31,908                        |
| Stock Options                              | \$ 21.34   |                                      |  |                                |   | 02/13/2008 02/13/2017                                    | Common Stock  | 42,543                        |

Stock \$ 16.15  
Options

02/12/2009 02/12/2018 Common Stock 40,518

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| LIPKIN GERALD H<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470- | X             |           | Chairman, President and CEO |       |

## Signatures

/s/ GERALD H.  
LIPKIN 11/18/2010

\*\*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) Valley National Bancorp declared a 5% dividend on April 14, 2010, issued May 21, 2010 to shareholders of record on May 7, 2010.
- (2) Payment of tax liability by withholding securities incident to the receipt or vesting of a restricted stock award
- (3) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

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