

DYKE KERMIT R
Form 4
November 16, 2012

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 *
DYKE KERMIT R

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)
11/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
First Senior 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	11/14/2012		F ⁽²⁾	V	207	D	\$ 8.87 24,774 D
Common Stock ⁽¹⁾	11/15/2012		F ⁽²⁾	V	263	D	\$ 8.72 24,511 D
Common Stock (401k Plan) ⁽³⁾							1,689 D

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

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SEC 1474 (9-02)

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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. Price of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 16.16					Date Exercisable: 11/18/2003 Expiration Date: 11/18/2012	Common Stock	Amount or Number of Shares: 9,121
Stock Options	\$ 18.85					Date Exercisable: 11/17/2004 Expiration Date: 11/17/2013	Common Stock	Amount or Number of Shares: 9,308
Stock Options	\$ 18.93					Date Exercisable: 11/16/2005 Expiration Date: 11/16/2014	Common Stock	Amount or Number of Shares: 8,864
Stock Options	\$ 17.54					Date Exercisable: 11/14/2006 Expiration Date: 11/14/2015	Common Stock	Amount or Number of Shares: 9,853
Stock Options	\$ 19.19					Date Exercisable: 11/13/2007 Expiration Date: 11/13/2016	Common Stock	Amount or Number of Shares: 9,381
Stock Options	\$ 14.93					Date Exercisable: 11/14/2008 Expiration Date: 11/14/2017	Common Stock	Amount or Number of Shares: 5,105
Stock Options	\$ 14.24					Date Exercisable: 11/17/2009 Expiration Date: 11/17/2018	Common Stock	Amount or Number of Shares: 3,039

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYKE KERMIT R 1455 VALLEY ROAD WAYNE, NJ 07470-			First Senior Vice President	

Signatures

/s/ KERMIT R.
DYKE

11/16/2012

__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% stock dividend on April 18, 2012, issued May 25, 2012 to shareholders of record on May 11, 2012.
- (2) Shares withheld for payment of tax liability on restricted stock vesting.
- (3) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

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.