

Murawski Russell C
Form 4
November 21, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murawski Russell C

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)
11/19/2012

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

WAYNE, NJ 07470-

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	11/19/2012		F ⁽²⁾	V Amount (D) Price 186 D \$ 8.93	13,136	D	
Common Stock ⁽¹⁾	11/19/2012		F ⁽²⁾	278 D \$ 8.93	12,858	D	
Common Stock (401k Plan) ⁽³⁾					534	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Options	\$ 18.85					11/17/2004	11/17/2013	Common Stock 1,552
Stock Options	\$ 18.93					11/16/2005	11/16/2014	Common Stock 1,478
Stock Options	\$ 17.54					11/14/2006	11/14/2015	Common Stock 2,112
Stock Options	\$ 19.19					11/13/2007	11/13/2016	Common Stock 2,011
Stock Options	\$ 14.93					11/14/2008	11/14/2017	Common Stock 4,083
Stock Options	\$ 14.24					11/17/2009	11/17/2018	Common Stock 2,431

Reporting Owners

Reporting Owner Name / Address	Relationships
Murawski Russell C 1455 VALLEY ROAD WAYNE, NJ 07470-	Director 10% Owner Officer Other
	FSVP

Signatures

/s/ RUSSELL C.
MURAWSKI

11/21/2012

__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 as reported at grant date.

(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.

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