ESKOW ALAN D Form 5

January 09, 2013

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Expires: 2005 Estimated average burden hours per

response... 1.0

5. Relationship of Reporting Person(s) to

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP OF SECURITIES**

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person *

| ESKOW ALAN D | | | Symbol VALLEY NATIONAL BANCORP [VLY] | | | | Issuer (Check all applicable) | | | |
|--------------------------------------|--------------------------------------|---|--|---|---------------------------|--------|--|--|---|--|
| (Last) | (First) (M | (Mont | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012 | | | - | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| 1455 VALLI | EY ROAD | | 12,51,2012 | | | | Senior EVP & CFO, Director | | | |
| | (Street) | | 4. If Amendment, Date Original 6. Individual or Joint/Group Reportin Filed(Month/Day/Year) (check applicable line) | | | | | _ | | |
| WAYNE, I | NJÂ 07470- | | | | | | _X_ Form Filed by Form Filed by Person | | | |
| (City) | (State) | Zip) T | able I - Non-Deri | ivative Sec | curitie | s Acqu | ired, Disposed o | of, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any (Month/Day/Ye | Code | 4. Securi Acquired Disposed (Instr. 3, | d (A) of (D) 4 and (A) or |)) | 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 (1) (2) | 12/13/2012 | Â | G | 1,070 | D | \$ 0 | 130,668 | D | Â | |
| Common Stock (1) | Â | Â | Â | Â | Â | Â | 1,156 | I | Ira/wife | |
| Common Stock | Â | Â | Â | Â | Â | Â | 51,797 | I | Spouse | |
| Common Stock (401k Plan) (3) | Â | Â | Â | Â | Â | Â | 4,347 | D | Â | |

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Common Stock (Roth \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 10,578 D \hat{A} IRA)

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 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) | of Deri Secu Acqu (A) of Disp of (I | Number Expiration Dat | | ie e | 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/NQ | \$ 11.91 | Â | Â | Â | Â | Â | 11/15/2011 | 11/15/2020 | Common Stock | 21,170 |
| Stock Options | \$ 18.85 | Â | Â | Â | Â | Â | 11/17/2004 | 11/17/2013 | Common Stock | 18,615 |
| Stock Options | \$ 18.93 | Â | Â | Â | Â | Â | 11/16/2005 | 11/16/2014 | Common Stock | 17,732 |
| Stock Options | \$ 17.54 | Â | Â | Â | Â | Â | 11/14/2006 | 11/14/2015 | Common Stock | 20,401 |
| Stock Options | \$ 19.19 | Â | Â | Â | Â | Â | 11/13/2007 | 11/13/2016 | Common Stock | 22,112 |
| Stock Options | \$ 14.65 | Â | Â | Â | Â | Â | 02/12/2009 | 02/12/2018 | Common Stock | 21,059 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| ESKOW ALAN D | ^ | ^ | Senior | ^ | | | |
| 1455 VALLEY ROAD | ÂΧ | A | EVP & CFO, | Α | | | |
| WAYNE, NJ 07470- | | | Director | | | | |

Reporting Owners 2

Signatures

/s/ ALAN D. 01/03/2013 ESKOW

**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) Adjusted for additional shares acquired through Dividend Reinvestment Plan.
- (2) Valley National Bancorp declared a 5% stock dividend on April 18, 2012, issued May 25, 2012 to shareholders of record on May 11, 2012.
- (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 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.

Signatures 3