

LAWRENCE JAMES G
 Form 5
 January 30, 2009

FORM 5

**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).
 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 *
LAWRENCE JAMES G

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

1455 VALLEY ROAD
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

WAYNE, NJ 07470-

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 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	12/31/2008	^	J	(A) Amount 9,340 (1)	A \$ (1) 9,340	I	Executor
Common Stock	^	^	^	^ ^ ^	270,155	D	^
Common Stock	^	^	^	^ ^ ^	18,526	I	By Spouse
Common Stock	^	^	^	^ ^ ^	1,108	I	Custodian For Son

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Common Stock	Â	Â	Â	Â	Â	Â	2,004	I	Spouse And Self/custodians For Grandchildren
Common Stock	Â	Â	Â	Â	Â	Â	28,914	I	Trustee FBO Mother ⁽²⁾

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

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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. Amount or Number of Shares
Stock Options	\$ 18.77	Â	Â	Â	Â	11/27/2002 11/27/2011	Common Stock	5,863
Stock Options	\$ 19.66	Â	Â	Â	Â	11/18/2003 11/18/2012	Common Stock	6,701
Stock Options	\$ 22.92	Â	Â	Â	Â	11/17/2004 11/17/2013	Common Stock	15,314
Stock Options	\$ 23.01	Â	Â	Â	Â	11/26/2005 11/16/2014	Common Stock	14,587
Stock Options	\$ 21.31	Â	Â	Â	Â	11/14/2006 11/14/2015	Common Stock	16,785
Stock Options	\$ 23.32	Â	Â	Â	Â	11/13/2007 11/13/2016	Common Stock	15,986
Stock Options	\$ 17.81	Â	Â	Â	Â	02/12/2009 02/12/2018	Common Stock	10,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWRENCE JAMES G
1455 VALLEY ROAD
WAYNE, NJ 07470-

Â Â Â Executive Vice President Â

Signatures

/s/ JAMES G.
LAWRENCE

01/27/2009

__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) Mr. Lawrence is the Executor and 50% beneficiary of his father's Estate.
 - (2) Mr. Lawrence is a trustee of a trust for the benefit of his mother, of which he is a 45% beneficiary; and his son a 10% beneficiary, of which Mr. Lawrence is the trustee. The reported amount reflects Mr. Lawrence and his son's shares of the trust.

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.