

Murawski Russell C
Form 4
November 17, 2010

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 *
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)
11/15/2010

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

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⁾ | 11/15/2010 ⁽²⁾ | | A | V | 2,133 | A | \$ 0 11,612 | D |
| Common Stock ⁽¹⁾ | 11/15/2010 | | F ⁽³⁾ | | 79 | D | \$ 13.13 11,533 | D |
| Common Stock ⁽¹⁾ | 11/15/2010 | | F ⁽³⁾ | | 59 | D | \$ 13.13 11,474 | D |
| Common Stock ⁽¹⁾ | 11/15/2010 | | F ⁽³⁾ | | 128 | D | \$ 13.13 11,346 | D |
| Common Stock (401k Plan) | | | | | | | 434 | D |

(4)

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

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SEC 1474
(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. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options | \$ 17.83 | | | | | 11/18/2003 | 11/18/2012 | Common Stock | 739 |
| Stock Options | \$ 20.79 | | | | | 11/17/2004 | 11/17/2013 | Common Stock | 1,408 |
| Stock Options | \$ 20.87 | | | | | 11/16/2005 | 11/16/2014 | Common Stock | 1,341 |
| Stock Options | \$ 19.33 | | | | | 11/14/2006 | 11/14/2015 | Common Stock | 1,915 |
| Stock Options | \$ 21.15 | | | | | 11/13/2007 | 11/13/2016 | Common Stock | 1,824 |
| Stock Options | \$ 16.47 | | | | | 11/14/2008 | 11/14/2017 | Common Stock | 3,704 |
| Stock Options | \$ 15.7 | | | | | 11/17/2009 | 11/17/2018 | Common Stock | 2,205 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | FSVP |

Murawski Russell C
1455 VALLEY ROAD
WAYNE, NJ 07470-

Signatures

/s/ M. NASETTE ARANDA, AS
ATTORNEY-IN-FACT

11/17/2010

**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, to be issued May 21, 2010 to shareholders of record on May 7, 2010.
- (2) Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan, with three-year equal vesting, beginning at grant date.
- (3) Payment of tax liability by delivering or withholding securities incident to the receipt, or vesting of a restricted stock award.
- (4) 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.