

VALLEY NATIONAL BANCORP
Form 4
August 14, 2008

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 *
ESKOW ALAN D

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)
08/12/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

WAYNE, NJ 07470-

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | | | | | 762 ⁽¹⁾ | D | |
| 401K | | | | | 3,011 ⁽²⁾ | D | |
| COMMON STK. | | | | | 2,034 ⁽¹⁾ | D | |
| Common Stock | 08/12/2008 | | M/K | 9,236 A \$ 14.585 | 109,972 ⁽³⁾ | D | |
| Common Stock | 08/12/2008 | | F/K | 6,097 D \$ 22.09 | 103,875 ⁽³⁾ | D | |
| | | | | | 743 ⁽¹⁾ | I | IRA/WIFE |

Common
Stock

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.

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 15.9184 | | | | | 11/28/2001 11/28/2010 | Common Stock 17,5 |
| Stock Option | \$ 17.8095 | | | | | 02/12/2009 02/12/2018 | Common Stock 17,3 |
| Stock Option | \$ 18.7755 | | | | | 11/27/2002 11/27/2011 | Common Stock 6,93 |
| Stock Option | \$ 19.6544 | | | | | 11/18/2003 11/18/2012 | Common Stock 16,0 |
| Stock Option | \$ 21.3195 | | | | | 11/14/2006 11/14/2015 | Common Stock 16,7 |
| Stock Option | \$ 22.9205 | | | | | 11/17/2004 11/17/2013 | Common Stock 15,3 |
| Stock Option | \$ 23.011 | | | | | 11/16/2005 11/16/2014 | Common Stock 14,5 |
| Stock Option | \$ 23.3197 | | | | | 11/13/2007 11/13/2016 | Common Stock 18,1 |
| Stock Option | \$ 14.585 | 08/12/2008 | | M/K | 9,236 | 11/12/2000 11/12/2009 | Common Stock 9,23 |
| STOCK OPTION/NQ | \$ 18.7755 | | | | | 11/27/2002 11/27/2011 | Common Stock 11,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESKOW ALAN D 1455 VALLEY ROAD WAYNE, NJ 07470- | | | Executive Vice President & CFO | |

Signatures

ALANDESKOW 08/13/2008

 Signature of Reporting Date
Person

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).
- (2) Reporting person's total shares held under Valley's 401(k) plan.
- (3) Valley declared a 5 percent stock dividend on April 7 2008, payable May 23, 2008 to stockholders of record on May 9, 2008.
- (1) Adjusted for additional shares acquired through Dividend Reinvestment 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.