

VALLEY NATIONAL BANCORP

Form 4

December 16, 2008

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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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROCITTO PETER P

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)
12/12/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EXECUTIVE VICE PRESIDENT

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	12/12/2008	12/17/2008	S	2,500 D	\$ 17.1 34,699	I	Wife
Common Stock	12/12/2008	12/17/2008	S	1,500 D	\$ 16.8403 12,103	I	Custodian/child
Common Stock	12/12/2008	12/17/2008	S	6,983 D	\$ 16.9256 117,642	D	
Common Stock	12/12/2008	12/17/2008	S	1,150 D	\$ 16.91 10,953	I	Custodian/child
Common Stock					13,344	D	

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Common
Stock
(401k
Plan)

2,610 D

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option/NQ	\$ 18.77					11/27/2002	11/27/2011	Common Stock		12,697
Stock Options	\$ 15.91					11/28/2001	11/28/2010	Common Stock		19,346
Stock Options	\$ 19.66					11/18/2003	11/18/2012	Common Stock		16,082
Stock Options	\$ 18.77					11/27/2003	11/27/2011	Common Stock		5,729
Stock Options	\$ 22.92					11/17/2004	11/17/2013	Common Stock		15,316
Stock Options	\$ 23.01					11/16/2005	11/16/2014	Common Stock		14,587
Stock Options	\$ 21.31					11/14/2006	11/14/2015	Common Stock		16,785
Stock Options	\$ 23.32					11/13/2007	11/13/2016	Common Stock		18,191
Stock Options	\$ 17.81					02/12/2009	02/12/2018	Common Stock		17,325

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROCITTO PETER P 1455 VALLEY ROAD WAYNE, NJ 07470-			EXECUTIVE VICE PRESIDENT	

Signatures

/s/ PETER
CROCITTO 12/16/2008

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).

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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