

CROCITTO PETER P
Form 4
July 28, 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 *
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)
07/27/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior EVP & COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/27/2010 | | S | (A) or (D) D | \$ 14.7411 6,473 | I | Custodian/child |
| Common Stock ⁽³⁾ | | | | | 159,651 | D | |
| Common Stock | | | | | 1,775 | I | Daughter |
| Common Stock | | | | | 36,302 | I | Wife |
| Common Stock (401k) | | | | | 3,310 | D ⁽²⁾ | |

Plan)

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option/NQ | \$ 17.025 | | | | | 11/27/2002 11/27/2011 | Common Stock | 13,992 |
| Stock Options | \$ 14.4309 | | | | | 11/28/2001 11/28/2010 | Common Stock | 21,330 |
| Stock Options | \$ 17.8322 | | | | | 11/18/2003 11/18/2012 | Common Stock | 17,730 |
| Stock Options | \$ 17.025 | | | | | 11/27/2003 11/27/2011 | Common Stock | 6,323 |
| Stock Options | \$ 20.7891 | | | | | 11/17/2004 11/17/2013 | Common Stock | 16,885 |
| Stock Options | \$ 20.8709 | | | | | 11/16/2005 11/16/2014 | Common Stock | 16,083 |
| Stock Options | \$ 19.3288 | | | | | 11/14/2006 11/14/2015 | Common Stock | 18,505 |
| Stock Options | \$ 21.1519 | | | | | 11/13/2007 11/13/2016 | Common Stock | 20,056 |
| Stock Options | \$ 16.1543 | | | | | 02/12/2009 02/12/2018 | Common Stock | 19,102 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROCITTO PETER P 1455 VALLEY ROAD WAYNE, NJ 07470- | | | Senior EVP & COO | |

Signatures

/s/ PETER
CROCITTO 07/28/2010

 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) Proceeds from sale will be utilized to pay for reporting person's child school tuition.
- (2) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.
- (3) 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.

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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