

DYKE KERMIT R

Form 4

November 16, 2010

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
DYKE KERMIT R

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 ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
First Senior 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 Ownership (Instr. 4)
Common Stock <u>(1)</u>	11/15/2010 ⁽²⁾		A	2,133	A \$ 0	22,529	D
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾	196	D \$ 13.13	22,333	D
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾	191	D \$ 13.13	22,142	D
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾	194	D \$ 13.13	21,948	D
Common Stock (401k Plan)						1,371	D

(4)

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. Price of Deriv Secur (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 16.67							11/07/2002	11/07/2011	Common Stock	3,695
Stock Options	\$ 17.83							11/18/2003	11/18/2012	Common Stock	8,273
Stock Options	\$ 20.79							11/17/2004	11/17/2013	Common Stock	8,443
Stock Options	\$ 20.87							11/16/2005	11/16/2014	Common Stock	8,040
Stock Options	\$ 19.33							11/14/2006	11/14/2015	Common Stock	8,936
Stock Options	\$ 21.15							11/13/2007	11/13/2016	Common Stock	8,508
Stock Options	\$ 16.47							11/14/2008	11/14/2017	Common Stock	4,630
Stock Options	\$ 15.7							11/17/2009	11/17/2018	Common Stock	2,756

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

DYKE KERMIT R
1455 VALLEY ROAD
WAYNE, NJ 07470-

First Senior Vice President

Signatures

/s/ KERMIT R.
DYKE

11/16/2010

__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 vesting of 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.

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