

NOONAN JOHN H
Form 4
November 17, 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 *
NOONAN JOHN H

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	11/15/2010 ⁽²⁾		A		2,666	A	\$ 0 12,591
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾		114	D	\$ 13.13 12,477
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾		59	D	\$ 13.13 12,418
Common Stock <u>(1)</u>	11/15/2010		F ⁽³⁾		99	D	\$ 13.13 12,319

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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	2,553
Stock Options	\$ 21.15							11/13/2007	11/13/2016	Common Stock	4,863
Stock Options	\$ 16.47							11/14/2008	11/14/2017	Common Stock	2,894
Stock Options	\$ 15.7							11/17/2009	11/17/2018	Common Stock	2,756

Reporting Owners

Reporting Owner Name / Address	Relationships
NOONAN JOHN H 1455 VALLEY ROAD WAYNE, NJ 07470	Director 10% Owner Officer Other First Senior Vice President

Signatures

/s/ JOHN
NOONAN 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.

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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