

ESKOW ALAN D
Form 5
January 31, 2012

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior EVP & CFO, Director

1455 VALLEY ROAD
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

WAYNE, NJ 07470-

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/15/2011	^	G	850	D	\$ 0	98,516	D (1) (2)	^
Common Stock	^	^	^	^	^	^	1,056	I (1)	Ira/wife
Common Stock	^	^	^	^	^	^	49,330	I (2)	Spouse
Common Stock (401k Plan)	^	^	^	^	^	^	3,909	D (3)	^

Common
Stock (Roth IRA) Â Â Â Â Â Â 10,075 D Â

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

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SEC 2270
(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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ	\$ 12.5	Â	Â	Â	Â	Â	11/15/2011	11/15/2020	Common Stock	20,162
Stock Option/NQ	\$ 16.22	Â	Â	Â	Â	Â	11/27/2002	11/27/2011	Common Stock	13,295
Stock Options	\$ 16.98	Â	Â	Â	Â	Â	11/18/2003	11/18/2012	Common Stock	13,081
Stock Options	\$ 19.8	Â	Â	Â	Â	Â	11/17/2004	11/17/2013	Common Stock	17,729
Stock Options	\$ 19.88	Â	Â	Â	Â	Â	11/16/2005	11/16/2014	Common Stock	16,887
Stock Options	\$ 18.41	Â	Â	Â	Â	Â	11/14/2006	11/14/2015	Common Stock	19,430
Stock Options	\$ 20.14	Â	Â	Â	Â	Â	11/13/2007	11/13/2016	Common Stock	21,059
Stock Options	\$ 15.38	Â	Â	Â	Â	Â	02/12/2009	02/12/2018	Common Stock	20,057

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESKOW ALAN D
1455 VALLEY ROAD
WAYNE, NJ 07470-

Â X Â

Â Senior
EVP & CFO, Â
Director

Signatures

/s/ ALAN D.
ESKOW

01/21/2012

**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) Adjusted for additional shares acquired through Dividend Reinvestment Plan.
- (2) The total shares held directly by Mr. Eskow are being adjusted for the number of shares held by his wife and are being properly reported separately in this report as indirect ownership.
- (3) 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 provided 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.