

WILKS JEFFREY S
Form 4
April 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WILKS JEFFREY S

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)
WAYNE, NJ 07470
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2012
4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 04/25/2012 | | A | V Amount (1) 3,467 | \$ 0 27,969 | D | |
| Common Stock | | | | | 85,197 | I | Emily Spiegel |
| Common Stock | | | | | 9,539 | I | Jeffrey Wilks as Trustee FBO Andrew Jay Wilks |
| Common Stock | | | | | 9,539 | I | Jeffrey Wilks as |

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| | | | | | | | |
|--------------|--|--|--|--|---------|---|--|
| Common Stock | | | | | | | Trustee FBO Jack Philip Wilks |
| Common Stock | | | | | 11,242 | I | Jeffrey Wilks as Trustee FBO Lise Spiegel |
| Common Stock | | | | | 2,260 | I | Jerry Spiegel |
| Common Stock | | | | | 2,493 | I | Lise and Jeffrey Wilks Family Foundation |
| Common Stock | | | | | 133,220 | I | Lise Wilks as Executor for the Estate of Emily Spiegel |
| Common Stock | | | | | 263,287 | I | Lise Wilks as Executor for the Estate of Jerry Spiegel |
| Common Stock | | | | | 9,434 | I | Lise Wilks as Trustee FBO David Wilks |
| Common Stock | | | | | 68,491 | I | Wife |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

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of (D)
(Instr. 3,
4, and 5)

(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILKS JEFFREY S 1455 VALLEY ROAD WAYNE, NJ 07470 | X | | | |

Signatures

/s/ JEFFREY S.
WILKS

04/25/2012

**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) Restricted shares granted under the Valley National Bancorp 2004 Director Restricted Stock Plan, which shares vests five years after grant date.

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