

VALLEY NATIONAL BANCORP
Form 4
August 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
MILLER RICHARD 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)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/01/2008 | | J(1) | 2,817 A \$ 0 (1) | 21,113 (2) | D | |
| Common Stock (held jointly with spouse) | 07/01/2008 | | J(1) | 5,298 A \$ 0 (1) | 35,092 | D | |
| IRA | 07/01/2008 | | J(1) | 7,546 A \$ 0 (1) | 32,265 | D | |
| | 07/01/2008 | | J(1) | 495 A | 7,904 | I | BY WIFE |

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| | | | | |
|--------------|------------|---|-------------|--|
| Common Stock | \$ 0 | | | |
| | <u>(1)</u> | | | |
| Common Stock | 2,243 | I | CORPORATION | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--|
| | | | | Code | V | (A) | (D) | | |
| Warrants (Right to buy) | \$ 19.01 | 07/01/2008 | | J ⁽¹⁾ | 296 | 07/01/2010 06/30/2015 | Common Stock | 296 | |
| Warrants -Right to buy (for IRA Plan) | \$ 19.01 | 07/01/2008 | | J ⁽¹⁾ | 794 | 07/01/2010 06/30/2015 | Common Stock | 794 | |
| Warrants -Right to buy (Joint with Spouse) | \$ 19.01 | 07/01/2008 | | J ⁽¹⁾ | 557 | 07/01/2010 06/30/2015 | Common Stock | 557 | |
| Warrants -Right to buy (for Spouse) | \$ 19.01 | 07/01/2008 | | J ⁽¹⁾ | 52 | 07/01/2010 06/30/2015 | Common Stock | 52 | |

Reporting Owners

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

Signatures

RICHARDSMILLER 08/13/2008

 Signature of Reporting Date
Person

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).
- (2) Valley declared a 5 percent stock dividend on April 7 2008, payable May 23, 2008 to stockholders of record on May 9, 2008.
Valley shares acquired upon consummation of the merger with Greater Community Bancorp ("GCB"), on July 1, 2008. Upon consummation of the merger, holders of GCB common stock received 0.9975 shares of common stock of Valley (the acquiring company), and 0.105 of a warrant to purchase one share of common stock of Valley. Mr. Miller received a total of 16,156 shares of Valley common stock and a total of 1,699 of warrants, in exchange for shares of GCB common stock held.
- (1)

Note: File three copies of this Form, one of which must be manually signed. If space 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.