LIPKIN GERALD H

Form 4

February 14, 2008

FORM 4

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *LIPKIN GERALD H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			VALLEY NATIONAL BANCORP [VLY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% OwnerX Officer (give title Other (specify below)		
1455 VALLEY ROAD			02/12/2008	Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WAYNE, NJ 07470-				Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

WAINE, N	J 0/4/0-						Person		
(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Ac	quired, Disposed	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities C Beneficially F Owned (Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
401K							2,230 (1)	D	
Common Stock	02/12/2008		A(2)	23,529	A	\$ 0	224,879 <u>(3)</u> <u>(4)</u>	D	
Common Stock (with Spouse)							122	D	
Common Stock / IRA							5,046	D	
Common Stock							4,632	I	IRA/WIFE

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Common 180,163 I **WIFE** Stock

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of
Stock Appreciation Right	\$ 16.1429					02/09/1999	02/09/2008	Common Stock	1
Stock Option	\$ 16.1429					02/09/1999	02/09/2008	Common Stock	
Stock Option	\$ 20.1015					03/01/2004	03/01/2013	Common Stock	2
Stock Option	\$ 20.9222					02/15/2002	02/15/2012	Common Stock	1
Stock Option	\$ 21.9864					02/15/2007	02/15/2016	Common Stock	2
Stock Option	\$ 23.099					02/26/2005	02/26/2014	Common Stock	2
Stock Option	\$ 23.1422					02/08/2006	02/08/2015	Common Stock	2
Stock Option	\$ 24.7143					02/13/2008	02/13/2017	Common Stock	3
Stock Option	\$ 18.7	02/12/2008		A	35,000	02/12/2009	02/12/2018	Common Stock	3
STOCK OPTION/NQ	\$ 15.8095					01/05/2000	01/05/2009	Common Stock	2
STOCK	\$ 17.4495					02/08/2001	02/08/2011	COMMON	2

STK. OPTION/NQ

Relationshins

STOCK \$ 20.9222 OPTION/NO

02/15/2002 02/15/2012

Common Stock

Reporting Owners

Reporting Owner Name / Address	Tomeron bin po				
	Director	10% Owner	Officer	Other	
LIPKIN GERALD H					

1455 VALLEY ROAD

X Chairman, President and CEO WAYNE, NJ 07470-

Signatures

GERALDHLIPKIN

02/14/2008

**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) Reporting person's total shares held under Valley's 401(k) plan.
- (3) Valley declared a 5% stock dividend on April 11, 2007, payable May 25, 2007 to shareholders of record on May 11, 2007.
- Includes restricted shares granted under VNB 1999 Long Term Stock Incentive Plan, vesting in five equal installments beginning one year from the grant date.
- (2) Restricted shares granted under the 1999 Long Term Incentive Stock Plan, with five-year equal vesting beginning at grant date.

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.

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