

CROCITTO PETER P
Form 4
November 16, 2010

FORM 4

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

OMB APPROVAL

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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 *
CROCITTO PETER P

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
 Officer (give title below) _____ Other (specify below)
Senior EVP & COO

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 (D) Price			
Common Stock ⁽²⁾	11/15/2010 ⁽³⁾		A	15,385 A \$0	175,036	D	
Common Stock					6,473	I	Custodian/child
Common Stock					1,775	I	Daughter
Common Stock					36,302	I	Wife
Common Stock (401k)					3,356	D ⁽⁴⁾	

Plan)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ <u>(1)</u>	\$ 13.13	11/15/2010		A	19,202 <u>(1)</u>	11/15/2011	11/15/2020	Common Stock	19,202
Stock Option/NQ	\$ 17.03					11/27/2002	11/27/2011	Common Stock	13,990
Stock Options	\$ 14.43					11/28/2001	11/28/2010	Common Stock	21,330
Stock Options	\$ 17.83					11/18/2003	11/18/2012	Common Stock	17,730
Stock Options	\$ 17.03					11/27/2003	11/27/2011	Common Stock	6,320
Stock Options	\$ 20.79					11/17/2004	11/17/2013	Common Stock	16,880
Stock Options	\$ 20.87					11/16/2005	11/16/2014	Common Stock	16,080
Stock Options	\$ 19.33					11/14/2006	11/14/2015	Common Stock	18,500
Stock Options	\$ 21.15					11/13/2007	11/13/2016	Common Stock	20,050
Stock Options	\$ 16.15					02/12/2009	02/12/2018	Common Stock	19,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROCITTO PETER P 1455 VALLEY ROAD WAYNE, NJ 07470-			Senior EVP & COO	

Signatures

/s/ PETER
CROCITTO 11/16/2010

 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) ISOs granted under the Valley National Bancorp 2009 Long-Term Stock Incentive Plan, with three-year equal vesting, beginning at grant date.
- (2) 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.
- (3) Restricted shares granted under the Valley National Bancorp 2009 Long Term Incentive Stock Plan, with three-year equal vesting, beginning at grant date.
- (4) 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 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.