

VALLEY NATIONAL BANCORP
Form 5
January 20, 2015

FORM 5

**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).
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 *
LAWRENCE JAMES G

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)
12/31/2014

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

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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 01/20/2015 | Â | J | 1,820 (1) D \$ 0 0 | I | Spouse And Self/custodians For Grandchildren | |
| Common Stock | 01/20/2015 | Â | J | 4,785 (2) D \$ 0 0 | I | Custodian For Son | |
| Common Stock | Â | Â | Â | Â Â Â 22,517 | I | By Spouse | |

Common Stock Â Â Â Â Â Â 344,882 D Â

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

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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 Options | \$ 19.19 | Â | Â | Â | Â Â | 11/13/2007 11/13/2016 | Common Stock 19,431 |
| Stock Option/NQ | \$ 11.91 | Â | Â | Â | Â Â | 11/15/2011 11/15/2020 | Common Stock 6,287 |
| Stock Options | \$ 17.54 | Â | Â | Â | Â Â | 11/14/2006 11/14/2015 | Common Stock 20,401 |
| Stock Options | \$ 14.65 | Â | Â | Â | Â Â | 02/12/2009 02/12/2018 | Common Stock 12,763 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRENCE JAMES G 1455 VALLEY ROAD WAYNE, NJ 07470- | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ JAMES G. LAWRENCE 01/20/2015

**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) Mr. Lawrence and his spouse are no longer custodians and the shares have been transferred to adult grandchildren who no longer reside with Mr. Lawrence.

(2) Mr. Lawrence is no longer the custodian and the shares have been transferred to his son who does not reside in Mr. Lawrence' household.

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.