

VALLEY NATIONAL BANCORP
Form 4
May 01, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
CRANDELL MITCHELL L

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)
11/14/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
First SVP & CAO

WAYNE, NJ 07470

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/14/2007 | | A | | 500 ⁽¹⁾ A \$ 0 1,025 ⁽²⁾ | D | |
| Common Stock | 11/17/2008 | | A | | 1,000 ⁽¹⁾ A \$ 0 2,076 ⁽³⁾ | D | |
| Common Stock | 11/17/2009 | | A | | 1,500 ⁽⁴⁾ A \$ 0 3,679 ⁽⁵⁾ | D | |
| Common Stock | 11/13/2010 | | F | | 44 D \$ 13.13 3,818 ⁽⁶⁾ | D | |
| Common Stock | 11/14/2010 | | F | | 40 D \$ 13.13 3,778 | D | |

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| | | | | | | | | |
|--------------|------------|--------------------------|-----------------------------|---|----------|-----------------------|---|-----------|
| Common Stock | 11/15/2010 | A | <u>1,904</u> ⁽⁴⁾ | A | \$ 0 | 5,682 | D | |
| Common Stock | 11/17/2010 | F | 237 | D | \$ 12.87 | 5,445 | D | |
| Common Stock | 11/13/2011 | F | 50 | D | \$ 12 | 5,667 ⁽⁷⁾ | D | |
| Common Stock | 11/14/2011 | F | 44 | D | \$ 12 | 5,623 | D | |
| Common Stock | 11/15/2011 | F | 206 | D | \$ 11.79 | 5,417 | D | |
| Common Stock | 11/17/2011 | F | 263 | D | \$ 11.82 | 5,154 | D | |
| Common Stock | 02/07/2012 | A | <u>2,435</u> ⁽⁴⁾ | A | \$ 0 | 7,589 | D | |
| Common Stock | 11/14/2012 | F | 52 | D | \$ 8.87 | 7,916 ⁽⁸⁾ | D | |
| Common Stock | 11/15/2012 | F | 236 | D | \$ 8.72 | 7,680 | D | |
| Common Stock | 11/17/2012 | F | 302 | D | \$ 8.93 | 7,378 | D | |
| Common Stock | 01/31/2013 | A | <u>3,476</u> ⁽⁴⁾ | A | \$ 0 | 10,854 | D | |
| Common Stock | 02/07/2013 | F | 325 | D | \$ 9.87 | 10,529 | D | |
| Common Stock | 11/15/2013 | F | 260 | D | \$ 9.95 | 10,269 | D | |
| Common Stock | 11/17/2013 | F | 99 | D | \$ 9.98 | 10,170 | D | |
| Common Stock | 01/31/2014 | A | <u>4,839</u> ⁽⁴⁾ | A | \$ 0 | 15,009 | D | |
| Common Stock | 01/31/2014 | F | 443 | D | \$ 9.92 | 14,566 | D | |
| Common Stock | 02/07/2014 | F | 348 | D | \$ 9.57 | 14,218 | D | |
| Common Stock | 01/30/2015 | A | <u>5,464</u> ⁽⁴⁾ | A | \$ 0 | 19,682 | D | |
| Common Stock | 01/31/2015 | F | 1,064 | D | \$ 9.08 | 18,618 | D | |
| Common Stock | 02/07/2015 | F | 358 | D | \$ 9.66 | 18,253 ⁽⁹⁾ | D | |
| | 03/12/2013 | <u>I</u> ⁽¹⁰⁾ | 2,558 | D | | 0 | I | By 401(k) |

Common Stock \$ 10.43

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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 14.93 | 11/14/2007 | | A | 1,915 | <u>(11)</u> 11/14/2017 | Common Stock | 1,915 |
| Stock Options | \$ 14.24 | 11/17/2008 | | A | 1,216 | <u>(11)</u> 11/17/2018 | Common Stock | 1,216 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRANDELL MITCHELL L 1455 VALLEY ROAD WAYNE, NJ 07470 | | | First SVP & CAO | |

Signatures

/s/ Mitchell L. Crandell 05/01/2015

**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)

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Represents a restricted stock award granted under the VNB 1999 Long Term Stock Incentive Plan subject to vesting in five equal annual installments commencing with the first anniversary of the grant date.

- (2) Adjusted to reflect a 5% stock dividend paid on May 25, 2007 to stockholders of record on May 11, 2007.
- (3) Adjusted to reflect 5% stock dividend paid on May 23, 2008 to stockholders of record on May 9, 2008.
- (4) Represents a restricted stock award granted under the VNB 2009 Long Term Stock Incentive Plan subject to vesting in three equal annual installments commencing with the first anniversary of the grant date.
- (5) Adjusted to reflect 5% stock dividend paid on May 22, 2009 to shareholders of record on May 8, 2009.
- (6) Adjusted to reflect 5% stock dividend paid on May 21, 2010 to shareholders of record on May 7, 2010.
- (7) Adjusted to reflect 5% stock dividend paid on May 20, 2011 to shareholders of record on May 6, 2011.
- (8) Adjusted to reflect 5% stock dividend paid on May 25, 2012 to shareholders of record on May 11, 2012.
- (9) Amount reported reflects downward adjustment of seven shares due to rounding.

The reporting person accumulated 2,558 shares under Valley's 401(k) Plan until his March 12, 2013 transfer of holdings in the VNB Stock Fund to alternate investment options under the plan. The reporting person currently holds no VNB shares under Valley's 401(k) Plan.

- (11) Represents a stock option award granted under the VNB 1999 Long Term Stock Incentive Plan which vested and became exercisable in five equal annual installments commencing with the first anniversary of the grant date. Amounts are adjusted to reflect 5% stock dividends since date of grant.

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.