

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-12-31**
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REPORTING OWNER

ESKOW ALAN D

CIK: **1169699**

Type: **5** | Act: **34** | File No.: **001-11277** | Film No.: **13519560**

Mailing Address
1455 VALLEY RD
WAYNE NJ 07470

ISSUER

VALLEY NATIONAL BANCORP

CIK: **714310** | IRS No.: **222477875** | State of Incorporation: **NJ** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address
1455 VALLEY RD
WAYNE NJ 07470

Business Address
1455 VALLEY RD
WAYNE NJ 07470
9733053380

FORM 5

- 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

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

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <u>ESKOW ALAN D</u> (Last) (First) (Middle) <u>1455 VALLEY ROAD</u> (Street) <u>WAYNE, NJ 07470-</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VALLEY NATIONAL BANCORP [VLY]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Senior EVP & CFO, Director</u> 6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
				Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾ ⁽²⁾	12/13/2012		G	1,070	D	\$ 0	130,668	D	
Common Stock ⁽¹⁾							1,156	I	Ira/wife
Common Stock							51,797	I	Spouse
Common Stock (401k Plan) ⁽³⁾							4,347	D	
Common Stock (Roth IRA)							10,578	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Stock Option/ NQ	\$11.91					11/15/2011	11/15/2020	Common Stock	21,170		21,170	D	
Stock Options	\$18.85					11/17/2004	11/17/2013	Common Stock	18,615		18,615	D	
Stock Options	\$18.93					11/16/2005	11/16/2014	Common Stock	17,732		17,732	D	
Stock Options	\$17.54					11/14/2006	11/14/2015	Common Stock	20,401		20,401	D	
Stock Options	\$19.19					11/13/2007	11/13/2016	Common Stock	22,112		22,112	D	
Stock Options	\$14.65					02/12/2009	02/12/2018	Common Stock	21,059		21,059	D	

Explanation of Responses:

1. Adjusted for additional shares acquired through Dividend Reinvestment Plan.
2. Valley National Bancorp declared a 5% stock dividend on April 18, 2012, issued May 25, 2012 to shareholders of record on May 11, 2012.
3. Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

Signatures

/s/ ALAN D. ESKOW

** Signature of Reporting Person

01/03/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.