

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-04**

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### REPORTING OWNER

**LENNER MARC J**

CIK: **1421013**

Type: **4** | Act: **34** | File No.: **001-11277** | Film No.: **111184290**

Mailing Address  
*1455 VALLEY ROAD  
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 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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 <b>LENNER MARC J</b>			2. Issuer Name and Ticker or Trading Symbol <b>VALLEY NATIONAL BANCORP [VLY]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/04/2011</b>					
1455 VALLEY ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
WAYNE, NJ 07470-								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	11/04/2011		S		162,940 <sup>(2)</sup>	D	\$11.8556	21,248	I	The Lester M. Entin Trust - 50% Trustee
Common Stock <sup>(1)</sup> <sup>(3)</sup>								27,519	D	
Common Stock <sup>(1)</sup> <sup>(3)</sup>								10,033	I	Custodian For Daughters
Common Stock <sup>(1)</sup> <sup>(3)</sup>								10,036	I	Custodian For Sons
Common Stock <sup>(1)</sup> <sup>(3)</sup>								411	I	Spouse

**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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Valley National Bancorp declared 5% stock dividends paid in each of May 2009, May 2010 and May 2011.
2. These shares are held by a family trust, created by the estate of the grandfather of Mr. Lenner, for which Mr. Lenner is a co-trustee. The trust is selling its Valley shares as part of tax planning for the estate. Subject to certain legal issues, the Trust may purchase a similar number of Valley shares in the future. Shares held in the trust are for the benefit of descendants of Mr. Lenner's grandparents. Mr. Lenner is an indirect beneficiary of only 25% of the trust. Mr. Lenner disclaims any pecuniary interest in the ownership of the other portion of the trust.
3. Adjusted for additional shares acquired through Dividend Reinvestment Plan.

**Signatures**

/s/ MARC J. LENNER

\*\* Signature of Reporting Person

11/07/2011

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.

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