

LIPKIN GERALD H  
 Form 5  
 February 09, 2010

**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 \*  
 LIPKIN GERALD H

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)  
 12/31/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

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)	(A) or (D)	Price	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)
Common Stock	12/21/2009	^	G	1,945	D	\$ 0	245,900	D	^
Common Stock	^	^	^	^	^	^	185,559	I	Wife
Common Stock (401k Plan)	^	^	^	^	^	^	2,755	D	^
Common Stock (with	^	^	^	^	^	^	134	D	^

Spouse)

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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option/NQ	\$ 18.9714	^	^	^	^ ^	02/15/2002	02/15/2012	Common Stock	26,628
Stock Options	\$ 18.9714	^	^	^	^ ^	02/15/2002	02/15/2012	Common Stock	1,514
Stock Options	\$ 18.2286	^	^	^	^ ^	03/01/2004	03/01/2013	Common Stock	9,849
Stock Options	\$ 20.9524	^	^	^	^ ^	02/26/2005	02/26/2014	Common Stock	26,803
Stock Options	\$ 20.9905	^	^	^	^ ^	02/08/2006	02/08/2015	Common Stock	25,527
Stock Options	\$ 19.9429	^	^	^	^ ^	02/15/2007	02/15/2016	Common Stock	30,388
Stock Options	\$ 22.4095	^	^	^	^ ^	02/13/2008	02/13/2017	Common Stock	40,517
Stock Options	\$ 16.9619	^	^	^	^ ^	02/12/2009	02/12/2018	Common Stock	38,587

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPKIN GERALD H 1455 VALLEY ROAD	^ X	^	^	Chairman, President and CEO ^

WAYNE, NJ 07470-

## Signatures

/s/ GERALD H.

LIPKIN

01/27/2010

  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).

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.