

VALLEY NATIONAL BANCORP
Form 11-K
June 29, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 11-K

ANNUAL REPORT

PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED).**
For the fiscal years ended December 31, 2005 and 2004
- TRANSACTION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED).**
For the transaction period from _____ to _____

Commission file number: 1-11277

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Valley National Bank Employee Savings and Investment Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
Valley National Bancorp

1455 Valley Road

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FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Valley National Bank

Employee Savings and Investment Plan

With report of Independent Registered Public Accounting Firm

Years ended December 31, 2005 and 2004

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Valley National Bank Employee
Savings and Investment Plan
Financial Statements and Supplemental Schedule
Years ended December 31, 2005 and 2004

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Report of Independent Registered Public Accounting Firm

Valley National Bank

Employee Savings and Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Valley National Bank Employee Savings and Investment Plan (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform the audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2005 and 2004, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2005 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

New York, New York

June 26, 2006

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Valley National Bank Employee

Savings and Investment Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2005	2004
Assets		
Investments:		
Mutual funds at fair value	\$ 46,336,179	\$ 41,155,161
Valley Common Stock Fund at fair value	5,321,111	5,491,480
Employee Stock Ownership Fund		
Unallocated shares at fair value	976	770,182
Allocated shares at fair value	10,918,874	11,011,960
Total investments	62,577,140	58,428,783
Participant loans	74,298	81,229
Total assets	62,651,438	58,510,012
Liabilities		
Note payable to Valley National Bank	0	178,511
Total liabilities	0	178,511
Net assets available for benefits	\$ 62,651,438	\$ 58,331,501

See accompanying notes.

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Valley National Bank Employee

Savings and Investment Plan

Statement of Changes in Net Assets

Available for Benefits

Year ended December 31, 2005

	Mutual funds	Valley Common Stock Fund	Employee Stock Ownership Fund		Participant loans	Plan total
			Unallocated	Allocated		
Employer contributions, net of forfeitures	\$	\$	\$ 174,000	\$	\$	\$ 174,000
Employee contributions	5,172,383	564,740				5,737,123
Total contributions	5,172,383	564,740	174,000			5,911,123
Allocation of 27,298 shares, at fair market value				513,144		513,144
Investment income (loss):						
Dividends and interest	1,310,221	177,537	12,566	371,969		1,872,293
Net investment gain (loss)	1,203,978	(453,513)	(256,062)	(295,929)		198,474
Net investment income (loss)	2,514,199	(275,976)	(243,496)	76,040		2,070,767
Allocation of 27,298 shares, at fair market value			(513,144)			(513,144)
Transfer among funds	203,988	(203,988)				
Loan repayments	12,235	1,389			(6,931)	6,693
Interest expense on ESOP loan			(8,055)			(8,055)
Distributions	(2,721,787)	(256,534)		(682,270)		(3,660,591)
Net increase (decrease) in net assets available for benefits	5,181,018	(170,369)	(590,695)	(93,086)	(6,931)	4,319,937
Net assets available for benefits at beginning of year	41,155,161	5,491,480	591,671	11,011,960	81,229	58,331,501
Net assets available for benefits at end of year	\$ 46,336,179	\$ 5,321,111	\$ 976	\$ 10,918,874	\$ 74,298	\$ 62,651,438

See accompanying notes.

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Valley National Bank Employee

Savings and Investment Plan

Statement of Changes in Net Assets

Available for Benefits

Year ended December 31, 2004

	Mutual funds	Valley Common Stock Fund	Employee Stock Ownership Fund		Guaranteed investment contract	Participant loans	Plan total
			Unallocated	Allocated			
Employer contributions, net of forfeitures	\$	\$	\$ 163,544	\$	\$	\$	\$ 163,544
Employee contributions	5,216,391	585,000					5,801,391
Total contributions	5,216,391	585,000	163,544				5,964,935
Allocation of 29,496 shares, at fair market value				689,123			689,123
Investment income (loss):							
Dividends and interest	771,819	138,682	38,029	328,793	1,833		1,279,156
Net investment gain (loss)	1,275,164	603,927	(214,473)	337,585			2,002,203
Net investment income (loss)	2,046,983	742,609	(176,444)	666,378	1,833		3,281,359
Allocation of 29,496 shares, at fair market value			(689,123)				(689,123)
Transfer among funds	473,914	158,613		64,015	(696,542)		
Loan repayments	20,270	2,108				(60,214)	(37,836)
Interest expense on ESOP loan			(23,062)				(23,062)
Distributions	(2,215,265)	(383,077)		(486,295)	(99)		(3,084,736)
Net increase (decrease) in net assets available for benefits	5,542,293	1,105,253	(725,085)	933,221	(694,808)	(60,214)	6,100,660
Net assets available for benefits at beginning of year	35,612,868	4,386,227	1,316,756	10,078,739	694,808	141,443	52,230,841
Net assets available for benefits at end of year	\$ 41,155,161	\$ 5,491,480	\$ 591,671	\$ 11,011,960	\$	\$ 81,229	\$ 58,331,501

See accompanying notes.

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Valley National Bank

Employee Savings and Investment Plan

Notes to Financial Statements

For the Years Ended December 31, 2005 and 2004

1. Summary of Significant Accounting Policies

General

The accompanying financial statements of the Valley National Bank (the **Bank**) Employee Savings and Investment Plan (the **Plan**) are prepared in accordance with accounting principles generally accepted in the United States. Effective July 1, 2005, each 401k participant of NorCrown Bank, acquired June 3, 2005, became a participant in the **Bank's Plan**.

Management of Trust Assets

Mutual funds of the Plan are managed by Fidelity Investments, Inc. (**Fidelity**). Effective June 2, 2003, Fidelity assumed the administration function as the custodian and investment manager of the Valley Common Stock Fund and the Valley common stock held in the Unallocated and Allocated Employee Stock Ownership Fund.

Costs of management services rendered on behalf of the Plan were paid by the Bank and totaled \$43,238 and \$42,859 for the years ended December 31, 2005 and 2004, respectively.

Investments

Mutual funds, the Employee Stock Ownership Fund and the Valley Common Stock Fund are stated at fair market value with related changes in unrealized appreciation and depreciation reflected in net investment (loss) gain on the statement of changes in net assets available for benefits. The fair market value of these investments is based on current market quotations.

Investment transactions, with the exception of the Valley Common Stock Fund, are recorded on trade date. At December 31, 2005 and 2004 there was no effect on the financial statements related to recording transactions in the Valley Common Stock Fund on a settlement date basis. The Plan accrues interest and dividend income as earned. Realized gains or losses are calculated on a specific identification basis.

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Valley National Bank

Employee Savings and Investment Plan

Notes to Financial Statements (continued)

1. Summary of Significant Accounting Policies (continued)

The assets of the Plan are primarily financial instruments which are monetary in nature. As a result, interest rates have a more significant impact on the Plan's performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services as measured by the consumer price index. Investments in funds are subject to risk conditions of the individual fund objectives, the stock market, interest rates, economic conditions and world affairs.

Administrative Expenses

The Plan is not charged for administrative costs. These services are supplied by Valley National Bank without charge. In 2005 and 2004, the cost of these services which include accounting, tax, legal, audit and other administrative support are estimated to be approximately \$52,360 and \$47,600, respectively.

Use of Estimates

A number of estimates and assumptions have been made relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States. Actual results could differ from those estimates.

2. Plan Description

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

The Plan is primarily a participant-directed, defined contribution plan and generally covers all employees of Valley National Bank and its subsidiaries provided such employee has completed 1,000 hours of service over a continuous 12-month period, as defined, with the Bank. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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Valley National Bank

Employee Savings and Investment Plan

Notes to Financial Statements (continued)

2. Plan Description (continued)

Participants may direct contributions made by or for them to be applied to all or any investment funds in 1/2% increments from 1% to 100% of compensation as defined or such amount permissible under the Internal Revenue Code (the Code). The employer's contributions are credited to participant accounts in shares of Valley National Bancorp common stock. A participant is 100% vested at all times for his/her tax deferred contributions. The employer's contributions and earnings or losses on employer contributions made to a participant's account are vested 20% after two years of service, 50% after three years of service, 75% after four years of service, and 100% after five years of service.

The Bank has agreed to match the employees' contributions to the Plan in an amount equal to 100% of 2% of each participant's salary deferred contributions as established by the Bank. All contributions are paid to the investment manager, Fidelity, by the Bank. Each participant's account is credited with the participant's contribution and an allocation of the Bank's contribution and plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is equal to the vested balance in their account.

After a participant's separation from service with the Bank for any reason (retirement, termination, etc.), distributions are made in accordance with the terms of the Plan.

If the Plan were terminated all participants of the Plan would automatically become 100% vested in their fund balances. Although the Bank has not expressed an intent to terminate the Plan, it may do so at any time by action of its Board of Directors.

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Notes to Financial Statements (continued)

3. Forfeitures and Withdrawals

Forfeitures arising from the termination of participants who were not fully vested shall be used by the Bank to reduce its contributions. Total forfeitures for 2005 and 2004 were \$22,799 and \$55,302, respectively.

Withdrawals are recorded when paid. The total amount of claimed but unpaid withdrawals at December 31, 2005 and 2004 was \$1,963,410 and \$584,280, respectively.

4. Federal Income Tax

The Plan has received a determination letter from the Internal Revenue Service dated May 16, 2003 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

5. Investments

The following is a summary of individual investments, at fair market value, that represent 5% or more of net assets available for benefits at December 31, 2005 and 2004:

Description	2005	2004
Cash reserve fund	\$ 5,046,859	\$ 4,779,145
Fidelity intermediate bond fund	4	5,066,178
Fidelity balanced fund	7,333,272	6,382,079
U.S. equity index fund	7,329,186	6,712,730
Fidelity growth company fund	11,698,673	9,949,230
Pimco total return fund	5,716,299	
Valley common stock fund	5,321,111	5,491,480
Employee stock ownership fund:		
Unallocated	976	770,182
Allocated	10,918,874	11,011,960
	\$ 53,365,254	\$ 50,162,984

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Valley National Bank

Employee Savings and Investment Plan

Notes to Financial Statements (continued)

6. ESOP

On October 16, 1998, Valley acquired Wayne Bancorp, Inc., parent of Wayne Savings Bank F.S.B. On May 1, 1999, the Wayne Savings Bank Employee Stock Ownership Plan (the Wayne ESOP) was merged into the Plan. In June 1996, the Wayne ESOP entered into a \$1,785,110 borrowing agreement with Wayne Bancorp, Inc. Upon the merger, the underlying common shares held in the ESOP were exchanged for 1.1 shares of Valley common stock and the Plan assumed the borrowing as of May 1, 1999 with an outstanding balance of \$1,190,073. The term borrowing agreement was transferred to the Bank. The agreement provides for the borrowing to be repaid over ten years and was fully satisfied in 2005.

As the Bank makes each payment of principal, an appropriate percentage of common stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code. Shares vest fully upon allocation. The borrowing is collateralized by the unallocated shares of the Bank's common stock. The Bank (the lender) has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

the accounts of employees with vested rights in allocated stock (allocated); and

stock not yet allocated to employees (unallocated).

All share amounts have been restated to reflect the Bank's five percent stock dividend paid on May 22, 2006, and all prior stock dividends and splits.

7. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Valley National Bank Employee

Savings and Investment Plan

Schedule H, Line 4(i) Schedule of Assets Held

for Investment Purposes at End of Year

December 31, 2005

Description	Number of shares or units	Cost	Fair market value
Fidelity mutual funds:			
Cash reserve fund	5,046,858.610	\$ *	\$ 5,046,859
Fidelity intermediate bond fund	0.432	*	4
U.S. equity index fund	165,968.877	*	7,329,186
Worldwide fund	99,027.878	*	1,937,976
Fidelity growth company fund	183,854.675	*	11,698,673
Growth and income fund	19,651.181	*	676,001
Managed income fund	689,479.170	*	689,479
Advisor equity income fund	36,951.856	*	1,059,779
Fidelity balanced fund	390,899.349	*	7,333,272
Fidelity low price stock fund	24,848.234	*	1,014,802
Fidelity divers international fund	33,293.106	*	1,083,358
Fidelity dividend growth fund	10,347.914	*	297,916
Fidelity freedom income fund	2,381.801	*	27,080
Fidelity freedom 2000 fund	2,497.438	*	30,494
Fidelity freedom 2010 fund	24,029.342	*	337,612
Fidelity freedom 2020 fund	12,460.312	*	183,291
Fidelity freedom 2030 fund	2,723.433	*	40,906
Fid inst sh-int govt fund	8,893.836	*	84,580
Fidelity freedom 2040 fund	5,938.540	*	52,437
Pimco total return fund	544,409.405	*	5,716,299
FPA capital fund	7,682.626	*	329,431
American growth of america fund	44,548.369	*	1,366,744
Valley Common Stock Fund	540,763.347	*	5,321,111
Employee Stock Ownership Fund			
Unallocated:			
Valley common stock		976	976
Allocated:			
Valley common stock	453,065.316	8,378,939	10,918,874
Participant loans (rates range from 6.25% to 10.50%)	74,298.000	*	74,298
			\$ 62,651,438

* Not required for participant-directed investments.
See accompanying notes.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrators have duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized,

VALLEY NATIONAL BANK EMPLOYEE
SAVINGS AND INVESTMENT PLAN

By: /s/ Alan D. Eskow
Alan D. Eskow
Executive Vice President and
Chief Financial Officer
on behalf of the Plan Administrators

Date: June 29, 2006

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EXHIBIT INDEX

23.1 Consent of Independent Registered Public Accounting Firm