

SMITH PHILIP W III  
Form 4  
January 06, 2010

**FORM 4**

**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).

**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 \*  
SMITH PHILIP W III

2. Issuer Name and Ticker or Trading Symbol  
PEAPACK GLADSTONE FINANCIAL CORP [PGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
190 MAIN STREET, PO BOX 178  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/04/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

GLADSTONE, NJ 07934

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,050 <sup>(6)</sup>	I	by Phillary Management Inc., a Corporation
Common Stock					29,056.5839 <sup>(4)</sup> <sup>(6)</sup>	D	
Common Stock					7,369.8137 <sup>(4)</sup> <sup>(6)</sup>	I	Spouse
Common Stock					742.7862 <sup>(4)</sup> <sup>(6)</sup>	I	Child
						I	Child

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Common Stock 729.8375 <sup>(4)</sup>  
(6)

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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 14.93 <sup>(6)</sup>					<sup>(5)</sup> 03/08/2010	Common Stock	1,336 <sup>(6)</sup>
Stock option (right to buy)	\$ 27.51 <sup>(6)</sup>					<sup>(1)</sup> 01/09/2014	Common Stock	11,550 <sup>(6)</sup>
Stock option (right to buy)	\$ 26.76 <sup>(6)</sup>					<sup>(2)</sup> 01/03/2017	Common Stock	2,310 <sup>(6)</sup>
Stock option (right to buy)	\$ 23.4 <sup>(6)</sup>					<sup>(3)</sup> 01/02/2018	Common Stock	2,310 <sup>(6)</sup>
Stock Option (right to buy)	\$ 13.43	01/04/2010		A	5,000	<sup>(7)</sup> 01/04/2020	Common Stock	5,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH PHILIP W III 190 MAIN STREET PO BOX 178 GLADSTONE, NJ 07934	X			

# Signatures

Philip W. Smith  
III  
01/06/2010

\*\*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).
- The options were exercisable in five equal annual installments on January 9, 2005, 2006, 2007, 2008 and 2009. On December 8, 2005, the
- (1) Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
  - (2) The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
  - (3) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
  - (4) Includes shares received through dividend reinvestment since the last filing.
  - (5) The options are exercisable in five equal annual installments on March 8, 2002, 2003, 2004, 2005 and 2006.
  - (6) Adjusted for 5% stock dividend payable on 7/9/2009
  - (7) The options are exercisable in five equal annual installments on January 4, 2011, 2012, 2013, 2014 and 2015.
  - (8) Option grant has no purchase or sale price
- 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.