

PEAPACK GLADSTONE FINANCIAL CORP  
 Form 4  
 July 30, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Spero Vincent A

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)  
 500 HILLS DRIVE, SUITE 300, PO BOX 700

3. Date of Earliest Transaction (Month/Day/Year)  
 07/29/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Chief Lending Officer

(Street)  
 BEDMINSTER, NJ 07921

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	07/29/2014		P	V	750	A	\$ 19.326	41,655.096	D	
Common Stock								11,613.304	I	401K Plan/Profit Sharing
								(3) (4)		

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)
Stock Option (right to buy)	\$ 27.01					(2) 06/02/2018	Common Stock 1,050	
Stock Option (right to buy)	\$ 11.91					(1) 11/19/2019	Common Stock 3,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spero Vincent A 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921			EVP & Chief Lending Officer	

## Signatures

Vincent A. Spero 07/30/2014

\_\_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).
- (1) The options are exercisable in five equal annual installments on November 19, 2010, 2011, 2012, 2013 and 2014.
- (2) The options are exercisable in five equal annual installments on June 2, 2009, 2010, 2011, 2012 and 2013.
- (3) Includes 401K contributions used to purchase PGC stock each payroll period.

(4) Includes profit-sharing contributions and earnings since last filing.

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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a currently valid OMB number. der-left-width: 1; border-right-width: 1; border-bottom-width: 1"> 2010 Phantom Shares <sup>(7)</sup>

\$ 4.95 11/08/201012/31/2012 Common Stock 17,500 17,500 D 2010 Restricted Stock Units - Cash <sup>(8)</sup> \$ 4.95

11/08/201005/07/2013 Common Stock 3,000 3,000 D 2010 Restricted Stock Units - Stock <sup>(9)</sup> \$ 4.95

11/08/201005/07/2013 Common Stock 17,000 17,000 D Stock Option (Right to Buy) \$ 4.5

01/13/200307/12/2012 Common Stock 4,800 4,800 D Stock Option (Right to Buy) \$ 3.7

02/24/200308/23/2012 Common Stock 3,250 3,250 D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Howard Clark 200 NORTH CANAL STREET NATCHEZ, MS 391203212			Chief Information Officer	

## Signatures

By: Robert A. Mayfield as  
Attorney-in-fact for

05/16/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

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The number of shares reported is calculated by dividing the total market value of the reporting person's account balance within the Callon

(1) Petroleum Company Employee Savings and Protection Plan (401(k) Plan) on the day prior to this Form 4 reporting date by the closing market price per share on that day.

(2) This Phantom Share award is subject to vesting on December 31, 2013 and is payable in cash rather than stock. In addition, the award is subject to a variable percentage payout based on a performance criteria related to the Total Shareholder Return of the Company compared to a group of peer companies. Therefore this award can range from 0% to as much as 150% of its original value at the vesting date.

(3) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

(4) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

(5) Restricted Stock Units will vest 100% on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock of the issuer on the date of vesting.

(6) Restricted Stock Units will vest 100% on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

(7) This Phantom Share award is subject to vesting on December 31, 2012 and is payable in cash rather than stock. In addition, the award is subject to a variable percentage payout based on a performance criteria related to the Total Shareholder Return of the Company compared to a group of peer companies. Therefore this award can range from 0% to as much as 150% of its original value at the vesting date.

(8) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock of the issuer on the date of vesting.

(9) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

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## Edgar Filing: PEAPACK GLADSTONE FINANCIAL CORP - Form 4

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