VALLEY NATIONAL BANCORP

Form 5

Stock

February 08, 2005

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GOULD ERIC W** Symbol VALLEY NATIONAL BANCORP (Check all applicable) [VLY] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2004 FIRST SENIOR VICE PRESIDENT 1455 VALLEY ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) WAYNE, NJÂ 07470-_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Acquired (A) or (Month/Day/Year) Execution Date, if Transaction Form: Direct Indirect Security Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or (D) Price Amount Common Â Â Â Â Â Â 55,482 (1) Â D Stock Common Stock --Â Â J(2)12/31/2004 164 \$0 727 D A (401K Plan) Common Â Â Â Â Â Â 288,316 (3) Ι By trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	SEC 2270 (9-02)					
Common Stock	Â	Â	Â	Â	Â	Â	441	I	for minor child

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)		vative rities nired or osed o) r. 3,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Option	\$ 16.24	Â	Â	Â	Â	Â	07/01/1998	06/30/2008	Common Stock	2,21
Stock Option	\$ 19.95	Â	Â	Â	Â	Â	01/19/2002	01/19/2011	Common Stock	5,06
Stock Option	\$ 22.27	Â	Â	Â	Â	Â	11/07/2002	11/07/2011	Common Stock	3,30
Stock Option	\$ 23.89	Â	Â	Â	Â	Â	11/18/2003	11/18/2012	Common Stock	3,85
Stock Option	\$ 27.86	Â	Â	Â	Â	Â	11/17/2004	11/17/2013	Common Stock	3,67
Stock Option	\$ 27.97	Â	Â	Â	Â	Â	11/16/2005	11/16/2014	Common Stock	3,50
STOCK OPTION/NQ	\$ 22.27	Â	Â	Â	Â	Â	11/07/2004	11/07/2011	Common Stock	827

Reporting Owners

Reporting Owner Name / Address	Relationships							
<u>.</u>	Director	10% Owner	Officer	Other				
GOULD ERIC W	Â	Â	FIRST SENIOR VICE PRESIDENT	Â				
1455 VALLEY ROAD								

Reporting Owners 2

WAYNE, NJÂ 07470-

Signatures

ERIC W 01/18/2005

**Signature of Date
Reporting Person

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) Includes restricted shares granted under VNB 1999 Long Term Stock Incentive Plan, vesting in five equal installments beginning one year from the grant date.
- (3) Shares held by trusts for which the reporting person and another reporting person of the issuer are co-trustees
- (2) Balance update on Valley shares held under the Valley 401k plan, as of December 31, 2004.

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.

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