

ENGEL ALBERT L
Form 5
February 09, 2006

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
ENGEL ALBERT L

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)
12/31/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

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-

____X____ 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 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	Â	Â	Â	Â Â Â	24,309 ⁽¹⁾	D	Â
Common Stock -- (401K Plan)	12/30/2005	Â	J ⁽²⁾	238 A \$ 0	1,919	D	Â

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

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SEC 2270
(9-02)

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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	\$ 11.7429	Â	Â	Â	Â Â	10/01/1997 10/01/2006	Common Stock 10,99
Stock Option	\$ 15.2	Â	Â	Â	Â Â	10/27/1998 10/27/2007	Common Stock 6,28
Stock Option	\$ 15.8952	Â	Â	Â	Â Â	10/23/1999 10/23/2008	Common Stock 8,37
Stock Option	\$ 16.5905	Â	Â	Â	Â Â	11/12/2000 11/12/2009	Common Stock 7,97
Stock Option	\$ 18.6571	Â	Â	Â	Â Â	11/15/2001 11/15/2010	Common Stock 9,11
Stock Option	\$ 21.2095	Â	Â	Â	Â Â	11/07/2002 11/07/2011	Common Stock 5,75
Stock Option	\$ 22.7524	Â	Â	Â	Â Â	11/18/2003 11/18/2012	Common Stock 8,10
Stock Option	\$ 24.68	Â	Â	Â	Â Â	11/14/2006 11/14/2015	Common Stock 14,50
Stock Option	\$ 26.5333	Â	Â	Â	Â Â	11/17/2004 11/17/2013	Common Stock 7,71
Stock Option	\$ 26.6381	Â	Â	Â	Â Â	11/16/2005 11/16/2014	Common Stock 10,50
STOCK OPTION/NQ	\$ 21.2095	Â	Â	Â	Â Â	11/07/2002 11/07/2011	Common Stock 2,93

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â Executive Vice President	Â

ENGEL ALBERT L
1455 VALLEY ROAD
WAYNE, NJ 07470-

Signatures

ALBERT L
ENGEL

02/09/2006

 **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) Includes restricted shares granted under VNB 1999 Long Term Stock Incentive Plan, vesting in five equal installments beginning one year from the grant date.
- (2) Balance adjustment representing life to date employer Valley stock match

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