VALLEY NATIONAL BANCORP

Form 4

February 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

01/30/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHUPP RUDY E			Issuer Name and lbol LLEY NATIO LY]		C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1455 VALL		(Mo	 3. Date of Earliest Transaction (Month/Day/Year) 01/30/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 			Director 10% Owner Officer (give title Other (specify below) below) EVP & President, Florida Div.			
	(Street)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WAYNE, N	J 07470					Form filed by Person			
(City)	(State) (Zip)	Table I - Non-D	erivative S	ecurities Acc	quired, Disposed o	of, or Beneficial	lly Owned	
(Instr. 3) any		Execution Dat	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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 Beneficial Ownership (Instr. 4)	

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

169,874

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

43,716

(1)

\$0

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired	iired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
							Expiration Date		l Jumber		
						Exercisable					
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SCHUPP RUDY E 1455 VALLEY ROAD **WAYNE, NJ 07470**

EVP & President, Florida Div.

Signatures

/s/ Rudy E. 02/03/2015 Schupp

**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) This amount represents the following grants under the Valley National Bancorp 2009 Long Term Incentive Stock Plan: (i) 10,929 restricted shares subject to time-based vesting which are scheduled to vest in equal annual increments beginning on the first anniversary
- (1) of the grant date and (ii) 32,787 restricted stock units subject to performance-based vesting conditions over a three-year period, all of which may be forfeited in the event performance conditions are not satisfied (this amount represents the maximum number of shares that may be earned pursuant to this RSU award).

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.

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