

JONES GRAHAM O  
Form 4  
February 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JONES GRAHAM O

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. Date of Earliest Transaction (Month/Day/Year)  
02/03/2009

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

1455 VALLEY ROAD

(Street)

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

WAYNE, NJ 07470-

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1128
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1292
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.245
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1856
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		12,000	D	\$ 12.2558

Edgar Filing: JONES GRAHAM O - Form 4

Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.3737	898,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.4241	878,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.3176	858,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.298	838,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.3134	818,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	20,000	D	\$ 12.3906	798,199	D	
Common Stock <sup>(1)</sup>	02/04/2009	02/09/2009	S	15,100	D	\$ 12.35	783,099	D	
Common Stock							16,480	I <sup>(1)</sup>	Wife As Trustee

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JONES GRAHAM O  
1455 VALLEY ROAD  
WAYNE, NJ 07470-

X

## Signatures

/s/ GRAHAM O.  
JONES

02/05/2009

  \*\*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) Valley National Bancorp declared a 5% dividend on April 7, 2008, issued on May 23, 2008 to shareholders of record on May 9, 2008.

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.