

VALLEY NATIONAL BANCORP  
Form 4  
December 09, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
GOULD ERIC W

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)  
1455 VALLEY ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
FIRST SENIOR VICE PRESIDENT

WAYNE, NJ 07470-

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                |   | 55,482 <sup>(1)</sup>   | D  |                                   |
| Common Stock -- (401K Plan)     |                                      |  |                                |   | 563   | D  |                                   |
| Common Stock                    | 12/07/2004                           | 12/10/2004   | S                              | 2,746 D   | \$ 27.23  | 288,316 <sup>(2)</sup>                                   | I By trust                        |
| Common Stock                    |                                      |  |                                |   | 441   | I  | Custodian for minor child         |

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Option                               | \$ 16.24   |                                      |  |                                |   | 07/01/1998   | 06/30/2008  | Common Stock               | 2,210                      |
| Stock Option                               | \$ 19.95   |                                      |  |                                |   | 01/19/2002   | 01/19/2011  | Common Stock               | 5,065                      |
| Stock Option                               | \$ 22.27   |                                      |  |                                |   | 11/07/2002   | 11/07/2011  | Common Stock               | 3,308                      |
| Stock Option                               | \$ 23.89   |                                      |  |                                |   | 11/18/2003   | 11/18/2012  | Common Stock               | 3,859                      |
| Stock Option                               | \$ 27.86   |                                      |  |                                |   | 11/17/2004   | 11/17/2013  | Common Stock               | 3,675                      |
| Stock Option                               | \$ 27.97   |                                      |  |                                |   | 11/16/2005   | 11/16/2014  | Common Stock               | 3,500                      |
| STOCK OPTION/NQ                            | \$ 22.27   |                                      |  |                                |   | 11/07/2004   | 11/07/2011  | Common Stock               | 827                        |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| GOULD ERIC W<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470- |               |           | FIRST SENIOR VICE PRESIDENT |       |

## Signatures

ERIC W  
GOULD

12/09/2004

\_\_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) Shares held by trusts for which the reporting person and another reporting person of the issuer are co-trustees

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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