

VALLEY NATIONAL BANCORP  
 Form 4  
 February 10, 2014

**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 *<br><b>DAVEY STEPHEN P</b> |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>VALLEY NATIONAL BANCORP [VLY]</b> | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Senior Vice President |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/07/2014</b>                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| 1455 VALLEY ROAD<br><br>(Street)                                    |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                       |  |
| WAYNE, NJ 07470<br><br>(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                            | 02/07/2014                           |  | F                              | V   | 211 \$ 9.57   | D  |                                   |
| Common Stock (401k Plan) <sup>(1)</sup> |                                      |  |                                |   | 1,153   | D  |                                   |

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

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SEC 1474 (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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options                              | \$ 18.93   |                                      |  |                                |   | 11/16/2005 11/16/2014                                    | Common Stock  | 3,325   |
| Stock Options                              | \$ 17.54   |                                      |  |                                |   | 11/14/2006 11/14/2015                                    | Common Stock  | 3,519   |
| Stock Options                              | \$ 19.19   |                                      |  |                                |   | 11/13/2007 11/13/2016                                    | Common Stock  | 3,351   |
| Stock Options                              | \$ 14.93   |                                      |  |                                |   | 11/14/2008 11/14/2017                                    | Common Stock  | 2,426   |
| Stock Options                              | \$ 14.24   |                                      |  |                                |   | 11/17/2009 11/17/2018                                    | Common Stock  | 1,216   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| DAVEY STEPHEN P<br>1455 VALLEY ROAD<br>WAYNE, NJ 07470 |               |           | Senior Vice President |       |

## Signatures

/s/ STEPHEN  
DAVEY 02/10/2014

\*\*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) Holdings under the Valley 401K Plan has been updated to reflect reporting person's balance in the Plan.

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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