HILL PAMELA Form 4 August 14, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HILL PAMELA Issuer Symbol PEAPACK GLADSTONE (Check all applicable) FINANCIAL CORP [PGC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner _ Other (specify Officer (give title (Month/Day/Year) below) 190 MAIN STREET, PO BOX 178 08/13/2009 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GLADSTONE, NJ 07934 Person

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secu | rities Aco | quired, Disposed | of, or Benefic | ially Owned |
|--------------------------------------|---|---|--|--------------|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | (Instr. 3, | ispose 4 and (A) or | d of (D) 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) |
| Common Stock | 08/13/2009 | | Code V F | Amount 3,545 | (D) | Price \$ 18.36 | 69,630 (7) | D | |
| Common Stock | 08/13/2009 | | M | 1,535 | A | \$ 16.06 | 71,165 | D | |
| Common Stock | 08/13/2009 | | M | 2,709 | A | \$ 14.93 | 73,874 | D | |
| Common Stock | | | | | | | 26,192 (7) | I | Held in a trust for which Ms. Hill is a beneficiary |

Edgar Filing: HILL PAMELA - Form 4

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)

De

(In

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) | Code | 5. Number section of Derivative Securities 8. 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) | | |
|---|---|---|---|--------|---|-------|--|--------------------|---|-------------------------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 16.06 (7) | 08/13/2009 | | M | | 1,535 | (3) | 01/11/2011 | Common Stock | 1,535 (7) | |
| Director Stock Options (right to buy) | \$ 14.93 (7) | 08/13/2009 | | M | | 2,709 | <u>(1)</u> | 03/08/2011 | Common Stock | 2,709 (7) | |
| Director Stock Options (right to buy) | \$ 27.51 (7) | | | | | | <u>(2)</u> | 01/09/2014 | Common Stock | 11,550 (7) | |
| Stock Option (right to buy) | \$ 27.51 (7) | | | | | | (2) | 01/09/2014 | Common Stock | 5,773 (7) | |
| Stock Option (right to buy) | \$ 26.76 (7) | | | | | | <u>(4)</u> | 01/03/2017 | Common Stock | 2,310 (7) | |
| Stock Option (right to buy) | \$ 23.4 (7) | | | | | | <u>(5)</u> | 01/02/2018 | Common Stock | 2,310 (7) | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILL PAMELA 190 MAIN STREET PO BOX 178 GLADSTONE, NJ 07934

X

Signatures

Pamela Hill 08/14/2009

**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) The options were exercisable in five equal annual installments on April 28, 1999, 2000, 2001, 2002 and 2003.
 - The options were exercisable in five equal annual installments on January 9, 2005, 2006, 2007, 2008 and 2009. On December 8, 2005, the
- (2) Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
- (3) The options are exercisable in five equal annual installments on January 11, 2002, 2003, 2004, 2005 and 2006.
- (4) The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
- (5) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
- (6) Option grant has no purchase or sale price
- (7) Adjusted for 5% stock dividend payable on 7/9/2009.

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.

Reporting Owners 3