

JONES GRAHAM O  
Form 4  
February 05, 2009

**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 \*  
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)  
1455 VALLEY ROAD  
  
(Street)

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

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

WAYNE, NJ 07470-  
  
(City) (State) (Zip)

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

**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)	
				Code	V	Amount				(A) or (D)
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1128	990,199	D	
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1292	970,199	D	
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.245	950,199	D	
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		20,000	D	\$ 12.1856	930,199	D	
Common Stock <sup>(1)</sup>	02/03/2009	02/06/2009	S		12,000	D	\$ 12.2558	918,199	D	

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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.

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(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.

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