

PROL JOHN H
Form 5
February 09, 2006

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PROL JOHN H

2. Issuer Name and Ticker or Trading Symbol
VALLEY NATIONAL BANCORP [VLY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
FIRST SENIOR VICE PRESIDENT

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

1455 VALLEY ROAD
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

WAYNE, NJ 07470-

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 at end of Issuer's Fiscal Year (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 | Â | Â | Â | Â Â Â | 28,338 (1) | D | Â |
| Common Stock | 12/30/2005 | Â | J(2) | 232 A \$0 | 1,865 | I | 401K |

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

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SEC 2270 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 15.2 | Â | Â | Â | Â Â | 10/27/1998 | 10/27/2007 | Common Stock | 6,281 |
| Stock Option | \$ 15.8952 | Â | Â | Â | Â Â | 10/23/1999 | 10/23/2008 | Common Stock | 5,025 |
| Stock Option | \$ 16.5905 | Â | Â | Â | Â Â | 11/12/2000 | 11/12/2009 | Common Stock | 4,787 |
| Stock Option | \$ 18.6571 | Â | Â | Â | Â Â | 11/15/2001 | 11/15/2010 | Common Stock | 4,559 |
| Stock Option | \$ 21.2095 | Â | Â | Â | Â Â | 11/07/2002 | 11/07/2011 | Common Stock | 7,236 |
| Stock Option | \$ 22.7524 | Â | Â | Â | Â Â | 11/18/2003 | 11/18/2012 | Common Stock | 6,483 |
| Stock Option | \$ 24.68 | Â | Â | Â | Â Â | 11/14/2006 | 11/14/2015 | Common Stock | 6,000 |
| Stock Option | \$ 26.5333 | Â | Â | Â | Â Â | 11/17/2004 | 11/17/2013 | Common Stock | 6,174 |
| Stock Option | \$ 26.6381 | Â | Â | Â | Â Â | 11/16/2005 | 11/16/2014 | Common Stock | 5,880 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| PROL JOHN H 1455 VALLEY ROAD WAYNE, NJ 07470- | Â | Â | Â | FIRST SENIOR VICE PRESIDENT Â |

Signatures

JOHN H PROL

02/09/2006

 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) Balance adjustment representing life to date employer Valley stock match

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