

SMITH PHILIP W III
Form 4
January 17, 2006

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 *
SMITH PHILIP W III

2. Issuer Name and Ticker or Trading Symbol
PEAPACK GLADSTONE FINANCIAL CORP [PGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2006

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

190 MAIN STREET

(Street)

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

GLADSTONE, NJ 07934

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/12/2006 | | F | V Amount (D) Price 1,345 D \$ 27.73 | 21,776.2864 ⁽¹⁾ | D | |
| Common Stock | 01/12/2006 | | M | 1,892 A \$ 17.53 | 23,668.2864 | D | |
| Common Stock | 01/12/2006 | | M | 265 A \$ 15.68 | 23,933.2864 | D | |
| Common Stock | | | | | 6,756.8405 ⁽⁶⁾ | I | Spouse |
| Common Stock | | | | | 648.5872 ⁽⁷⁾ | I | Child |

Common Stock 638.0579 ⁽⁸⁾ I Child

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 17.53 | 01/12/2006 | | M | 1,892 | ⁽⁴⁾ 04/28/2008 | Common Stock | 1,892 |
| Stock Option (right to buy) | \$ 15.68 | 01/12/2006 | | M | 265 | ⁽³⁾ 03/08/2010 | Common Stock | 265 |
| Stock Option (right to buy) | \$ 28.89 | | | | | ⁽⁵⁾ 01/09/2014 | Common Stock | 11,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH PHILIP W III 190 MAIN STREET GLADSTONE, NJ 07934 | X | | | |

Signatures

Philip W. Smith
III

01/17/2006

**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) The reporting person received 117.9820 shares through dividend reinvestment on November 1, 2005.

(2) Option grant has no purchase or sale price.

(3) The options were exercisable in five equal annual installments on March 8, 2002, 2003, 2004, 2005 and 2006.

(4) 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

(5) Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.

(6) The reporting person's spouse received a total of 14.5676 shares through dividend reinvestment on November 1, 2005.

(7) The reporting person's child received a total of 3.3096 shares through dividend reinvestment on November 1, 2005.

(8) The reporting person's child received a total of 1.8984 shares through dividend reinvestment on November 1, 2005.

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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