

VALLEY NATIONAL BANCORP
 Form 5
 February 08, 2005

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 *
GOULD ERIC W
 (Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

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

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

1455 VALLEY ROAD
 (Street)

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

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) | (A) or (D) | Price | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | | | | | | | 55,482 ⁽¹⁾ | D | |
| Common Stock -- (401K Plan) | 12/31/2004 | | J ⁽²⁾ | 164 | A | \$ 0 | 727 | D | |
| Common Stock | | | | | | | 288,316 ⁽³⁾ | I | By trust |

Common Stock Â Â Â Â Â 441 I Custodian for minor child

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

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SEC 2270 (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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 16.24 | Â | Â | Â | Â Â | 07/01/1998 06/30/2008 | Common Stock 2,21 |
| Stock Option | \$ 19.95 | Â | Â | Â | Â Â | 01/19/2002 01/19/2011 | Common Stock 5,06 |
| Stock Option | \$ 22.27 | Â | Â | Â | Â Â | 11/07/2002 11/07/2011 | Common Stock 3,30 |
| Stock Option | \$ 23.89 | Â | Â | Â | Â Â | 11/18/2003 11/18/2012 | Common Stock 3,85 |
| Stock Option | \$ 27.86 | Â | Â | Â | Â Â | 11/17/2004 11/17/2013 | Common Stock 3,67 |
| Stock Option | \$ 27.97 | Â | Â | Â | Â Â | 11/16/2005 11/16/2014 | Common Stock 3,50 |
| STOCK OPTION/NQ | \$ 22.27 | Â | Â | Â | Â Â | 11/07/2004 11/07/2011 | Common Stock 827 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| GOULD ERIC W 1455 VALLEY ROAD | Â | Â | Â | FIRST SENIOR VICE PRESIDENT Â |

WAYNE, NJ 07470-

Signatures

ERIC W
GOULD

01/18/2005

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.
- (3) Shares held by trusts for which the reporting person and another reporting person of the issuer are co-trustees
- (2) Balance update on Valley shares held under the Valley 401k plan, as of December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.