

GOULD ERIC W
Form 5
February 09, 2006

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
GOULD ERIC W

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)

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
FIRST SENIOR VICE PRESIDENT

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-

____X____ 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)	(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	Â	Â	Â	Â	Â	Â	81,822 ⁽¹⁾	D	Â
Common Stock -- (401K Plan)	12/30/2005	Â	J ⁽²⁾	192	A	\$ 0	955 ⁽³⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	8,141	I	By trust

$\hat{A}$ $\hat{A}$ $\hat{A}$ $\hat{A}$ $\hat{A}$ $\hat{A}$

463

I

Custodian
for minor
child

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.

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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 Underlying Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 15.4667	Â	Â	Â	Â	Â	07/01/1998	06/30/2008	Common Stock	2,32
Stock Option	\$ 19	Â	Â	Â	Â	Â	01/19/2002	01/19/2011	Common Stock	5,31
Stock Option	\$ 21.2095	Â	Â	Â	Â	Â	11/07/2002	11/07/2011	Common Stock	3,47
Stock Option	\$ 22.7524	Â	Â	Â	Â	Â	11/18/2003	11/18/2012	Common Stock	4,05
Stock Option	\$ 24.68	Â	Â	Â	Â	Â	11/14/2006	11/14/2015	Common Stock	4,00
Stock Option	\$ 26.5333	Â	Â	Â	Â	Â	11/17/2004	11/17/2013	Common Stock	3,85
Stock Option	\$ 26.6381	Â	Â	Â	Â	Â	11/16/2005	11/16/2014	Common Stock	3,67
STOCK OPTION/NQ	\$ 21.2095	Â	Â	Â	Â	Â	11/07/2004	11/07/2011	Common Stock	868

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Reporting Owners

GOULD ERIC W
1455 VALLEY ROAD
WAYNE, NJ 07470-

Â Â Â FIRST SENIOR VICE PRESIDENT Â

Signatures

ERIC W
GOULD

01/06/2006

 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).
- (3) Reporting person's total shares held under Valley's 401(k) plan.
- (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

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.