VALLEY NATIONAL BANCORP

Form 4

February 17, 2017

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

Common

Stock (IRA)

(Print or Type Responses)

1. Name and Ad Ambrosini S	Symbol	VALLEY NATIONAL BANCORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	Date of Earliest Transaction				Director		6 Owner	
1455 VALLI	`	(Month/Day/Year) 02/02/2017				_X_ Officer (give title Other (specify below) below) FSVP - Chief Credit Officer				
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year)	_			Applicable Line) _X_ Form filed by One Reporting Person			
WAYNE, N.	J 07470						Form filed by Person	More than One Ro	eporting	
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	on Date, if TransactionAcquired (A) or			Securities	Form: Direct Inc	Indirect		
(Instr. 3) any		any	Code Disposed of (D)))	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(IIIsu. 3 aliu 4)			
Common Stock	02/02/2017		A	4,202 (1)	A	\$0	43,033	D		

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

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(9-02)

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D

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title N	or Number		
							Date				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Ambrosini Sherry

1455 VALLEY ROAD FSVP - Chief Credit Officer

WAYNE, NJ 07470

Signatures

/s/ SHERRY 02/17/2017 **AMBROSINI**

**Signature of Reporting 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).
- Restricted shares granted under the Valley National Bancorp 2016 Long Term Stock Incentive Plan, with three-year equal vesting beginning at grant date.

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

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