

VALLEY NATIONAL BANCORP

Form 8-K

January 20, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) December 31, 2005**

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**VALLEY NATIONAL BANCORP**

(Exact Name of Registrant as Specified in Charter)

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**New Jersey**  
(State or Other Jurisdiction  
of Incorporation)

**1-11277**  
(Commission File Number)

**22-2477875**  
(I.R.S. Employer  
Identification Number)

**1455 Valley Road, Wayne, New Jersey**  
(Address of Principal Executive Offices)

**07470**  
(Zip Code)

**Registrant's telephone number, including area code (973) 305-8800**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 1.01 Entry into a Material Definitive Agreement**

On December 31, 2005, Valley National Bank and Valley National Bancorp approved the adoption of amendments to the 1989 Long Term Stock Incentive Plan and the 1999 Long Term Stock Incentive Plan.

The amendments eliminate the cash settlement feature of the plans prior to the effective date of Financial Accounting Standards Board ( FASB ) Statement 123R, which would require the reclassification of stock options with cash settlement features as liabilities.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

10.1 Valley National Bancorp 1989 Long Term Incentive Plan (As Amended by Directors December 31, 2005).

10.2 Valley National Bancorp 1999 Long Term Incentive Plan (As Amended by Directors December 31, 2005).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 19, 2006

**VALLEY NATIONAL BANCORP**

By: /s/ Alan D. Eskow

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Alan D. Eskow  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 10.1               | Valley National Bancorp 1989 Long Term Incentive Plan (As Amended by Directors December 31, 2005). |
| 10.2               | Valley National Bancorp 1999 Long Term Incentive Plan (As Amended by Directors December 31, 2005). |