

ROGERS ROBERT MARTIN  
 Form 4  
 August 26, 2011

**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 \*  
 ROGERS ROBERT MARTIN

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)  
 500 HILLS DRIVE, SUITE 300, PO BOX 700

3. Date of Earliest Transaction (Month/Day/Year)  
 08/26/2011

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

(Street)  
 BEDMINSTER, NJ 07921-1538

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/26/2011		S	900	D	\$ 10.8	25,519	D
Common Stock	08/26/2011		S	2,000	D	\$ 10.7725	23,519	D
Common Stock	08/26/2011		S	100	D	\$ 10.76	23,419	D
Common Stock							6,229.1199 (3)	I
								401K Plan/Profit Sharing

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock option (right to buy)	\$ 27.51					01/09/2004 01/09/2014	Common Stock 23,098	
Stock option (right to buy)	\$ 26.76					<u>(1)</u> 01/03/2017	Common Stock 4,200	
Stock option (right to buy)	\$ 23.4					<u>(2)</u> 01/02/2018	Common Stock 4,200	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS ROBERT MARTIN 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921-1538	X		President & COO	

## Signatures

Robert M.  
Rogers

08/26/2011

\_\_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 options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
  - (2) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
  - (3) Includes profit-sharing contributions and earnings since last filing.

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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