

VALLEY NATIONAL BANCORP  
Form DEF 14A  
March 12, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

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**Valley National Bancorp**

(Name of Registrant as Specified In Its Charter)

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1455 Valley Road

Wayne, New Jersey 07470

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held, Wednesday, April 17, 2013**

To Our Shareholders:

We invite you to the Annual Meeting of Shareholders of Valley National Bancorp ( Valley ) to be held at the Teaneck Marriott at Glen Pointe, 100 Frank W Burr Boulevard, Teaneck, New Jersey, on Wednesday, April 17, 2013 at 10:00 a.m., local time to vote on the following matters:

1. Election of 17 directors.
2. An advisory vote on executive compensation.
3. Ratification of the appointment of KPMG LLP as Valley s independent registered public accounting firm for the fiscal year ending December 31, 2013.

Only shareholders of record at the close of business on February 19, 2013 are entitled to notice of, and to vote at the meeting. **Your vote is very important.** Whether or not you plan to attend the meeting, please execute and return the enclosed proxy card in the envelope provided or submit your proxy by telephone or the internet as instructed on the enclosed proxy card. The prompt return of your proxy will save Valley the expense of further requests for proxies.

Attendance at the meeting is limited to shareholders or their proxy holders and Valley guests. Only shareholders or their valid proxy holders may address the meeting. Please allow ample time for the admission process. See information on page 3 Annual Meeting Attendance.

**Important notice regarding the availability of proxy materials for the 2013 Annual Meeting of Shareholders: This Proxy Statement for the 2013 Annual Meeting of Shareholders, our 2012 Annual Report to Shareholders and the proxy card or voting instruction form are available on our website at: <http://www.valleynationalbank.com/filings.html>.**

We appreciate your participation and interest in Valley.

Sincerely,

Alan D. Eskow  
Corporate Secretary

Wayne, New Jersey

March 12, 2013

Gerald H. Lipkin  
Chairman, President and Chief Executive Officer

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**VALLEY NATIONAL BANCORP**

**1455 Valley Road**

**Wayne, New Jersey 07470**

**PROXY STATEMENT**

**GENERAL INFORMATION**

We are providing this proxy statement in connection with the solicitation of proxies by the Board of Directors of Valley National Bancorp ( Valley, the Company, we, our and us ) for use at Valley s 2013 Annual Meeting of Shareholders (the Annual Meeting ) and at any adjournment of the meeting. You are cordially invited to attend the meeting, which will be held at the Teaneck Marriott at Glen Pointe, 100 Frank W Burr Boulevard, Teaneck, New Jersey, on Wednesday, April 17, 2013 at 10:00 a.m., local time. This proxy statement is first being mailed to shareholders on or about March 12, 2013.

**SHAREHOLDERS ENTITLED TO VOTE.** The record date for the meeting is February 19, 2013. Only holders of common stock of record at the close of business on that date are entitled to vote at the meeting.

On the record date there were 199,049,175 shares of common stock outstanding. Each share is entitled to one vote on each matter properly brought before the meeting.

**HOUSEHOLDING.** When more than one holder of our common stock shares the same address, we may deliver only one annual report and one proxy statement to that address unless we have received contrary instructions from one or more of those shareholders. Similarly, brokers and other intermediaries holding shares of Valley common stock in street name for more than one beneficial owner with the same address may deliver only one annual report and one proxy statement to that address if they have received consent from the beneficial owners of the stock.

We will deliver promptly upon written or oral request a separate copy of the annual report and proxy statement to any shareholder, including a beneficial owner of stock held in street name, at a shared address to which a single copy of either of those documents was delivered. To receive additional copies of our annual report and proxy statement, you may call or write Dianne M. Grenz, First Senior Vice President, Valley National Bancorp, at 1455 Valley Road, Wayne, New Jersey 07470, telephone (973) 305-3380 or e-mail her at [dgrenz@valleynationalbank.com](mailto:dgrenz@valleynationalbank.com). You may also contact us at the same address if your household receives multiple copies of our annual report and proxy statement and you would like to request future delivery of a single copy.

**PROXY MATERIALS.** The 2013 notice of annual meeting of shareholders, this proxy statement, the Company s 2012 annual report to shareholders and the proxy card or voting instruction form are referred to as our proxy materials , and are available electronically at the following weblink: <http://www.valleynationalbank.com/filings.html>.

You may also contact Ms. Grenz at the address or telephone number above if you are a shareholder of record of Valley and you wish to receive a separate annual report and proxy statement in the future, or if you are currently receiving multiple copies of our annual report and proxy statement and want to request delivery of a single copy in the future. If your shares are held in street name and you want to increase or decrease the number of copies of our annual report and proxy statement delivered to your household in the future, you should contact the broker or other intermediary who holds the shares on your behalf.

**PROXIES AND VOTING PROCEDURES.** Your vote is important and you are encouraged to vote your shares promptly. Each proxy submitted will be voted as directed. However, if a proxy solicited by the Board of Directors does not specify how it is to be voted, it will be voted as the Board recommends that is:

Item 1 FOR the election of the 17 nominees for director named in this proxy statement;

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Item 2 FOR the approval, on an advisory basis, of the compensation of our named executive officers; and

Item 3 FOR the ratification of the appointment of KPMG LLP.

We are offering you three alternative ways to vote your shares:

**By MAIL.** To vote your proxy by mail, please sign your name exactly as it appears on your proxy card, date, and mail your proxy card in the envelope provided as soon as possible.

**By TELEPHONE.** If you wish to vote by telephone, call toll-free 1-800-776-9437 and follow the voice instructions. Have your proxy card available when you call.

**By INTERNET.** If you wish to vote using the internet, you can access the web page at [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. Have your proxy card available when you access the web page.

Regardless of the method that you use to vote, you will be able to vote in person or revoke your proxy if you follow the instructions provided below in the sections entitled *Voting in Person* and *Revoking Your Proxy*.

If you are a participant in the Company's Dividend Reinvestment Plan, the shares that are held in your dividend reinvestment account will be voted in the same manner as your other shares, whether you vote by mail, by telephone or by internet.

If you are an employee or former employee of the Company, and participate in our Savings and Investment Plan (a 401(k) plan with an employee stock ownership feature (KSOP)), you will receive one proxy card representing the total shares you own through this plan. The proxy card will serve as a voting instruction card for the trustee of the plan where all accounts are registered in the same name. If you own shares through the KSOP and do not vote, the plan trustee will vote the plan shares for which voting instructions are received in the proportion for which instructions for such shares were received under the plan. The plan trustee will also vote the unvoted shares (for which instructions were not received) in the same proportion as shares for which instructions were received under the plan. Therefore, if you are a participant in the KSOP and vote your shares, the trustee will use your vote when determining the proportion.

**VOTING IN PERSON.** The method by which you vote will not limit your right to vote at the meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy executed in your favor from the holder of record to be able to vote at the meeting. If you submit a proxy and then wish to change your vote or vote in person at the meeting, you will need to revoke the proxy that you have submitted.

**REVOKING YOUR PROXY.** You can revoke your proxy at any time before it is exercised by:

Delivery of a properly executed, later-dated proxy; or

A written revocation of your proxy.

A later-dated proxy or written revocation must be received before the meeting by the Corporate Secretary of the Company, Alan D. Eskow, Valley National Bancorp, at 1455 Valley Road, Wayne, New Jersey 07470, or it must be delivered to the Corporate Secretary at the meeting before proxies are voted. You may also revoke your proxy by submitting a new proxy via telephone or the internet. You will be able to change your vote as many times as you wish prior to the Annual Meeting and the last vote received chronologically will supersede any prior votes.

**QUORUM REQUIRED TO HOLD THE ANNUAL MEETING.** The presence, in person or by proxy, of the holders of a majority of the shares entitled to vote generally for the election of directors is necessary to constitute a quorum at the meeting. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary power with respect to that item and has not received instructions from the beneficial owner.





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**REQUIRED VOTE.**

Directors will be elected by a plurality of the votes cast at the meeting. Thus, an abstention or a broker non-vote will have no effect on the outcome of the vote on election of directors at the meeting.

The advisory vote on executive compensation requires a majority of the votes cast be FOR the proposal. Abstentions and broker non-votes are not counted as votes cast and will have no effect on the outcome.

The ratification of the appointment of KPMG LLP will be approved if a majority of the votes cast are FOR the proposal. Abstentions and broker non-votes will have no impact on the ratification of KPMG LLP.

**ANNUAL MEETING ATTENDANCE.** Only shareholders or their proxy holders and Valley guests may attend the annual meeting. For registered shareholders, an admission ticket is attached to your proxy card. Please detach and bring the admission ticket with you to the meeting. If your shares are held in street name, you must bring to the meeting evidence of your stock ownership indicating that you beneficially owned the shares on the record date for voting and a valid form of photo identification to be allowed access.

**METHOD AND COST OF PROXY SOLICITATION.** This proxy solicitation is being made by our Board of Directors and we will pay the cost of soliciting proxies. Proxies may be solicited by officers, directors and employees of the Company in person, by mail, telephone, facsimile or other electronic means. We will not specially compensate those persons for their solicitation activities. In accordance with the regulations of the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE), we will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expense incurred in sending proxies and proxy materials to their customers who are beneficial owners of Valley common stock. We are paying Phoenix Advisory Partners a fee of \$8,500 plus out of pocket expenses to assist with solicitation of proxies.

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**ITEM 1**

**ELECTION OF DIRECTORS**

**DIRECTOR INFORMATION**

We are asking you to vote for the election of directors. Under our by-laws, the Board of Directors (the "Board") fixes the exact number of directors, with a minimum of 5 and a maximum of 25. The number of directors has been fixed by the Board at 17.

The persons named on the proxy card intend to vote the proxies FOR the election of the 17 persons named below (unless the shareholder otherwise directs). If, for any reason, any nominee becomes unavailable for election and the Board selects a substitute nominee, the proxies will be voted for the substitute nominee selected by the Board. The Board has no reason to believe that any of the named nominees is not available or will not serve if elected. The Board retains the right to reduce the number of directors to be elected if any nominee is not available to be elected.

Each candidate for director has been nominated to serve a one-year term until our 2014 annual meeting and thereafter until the person's successor has been duly elected and qualified. In considering a nominee as a Valley director, the Board seeks to ensure that the Board is composed of members whose particular experience, qualifications, attributes and skills, as a whole can satisfy its supervision responsibilities effectively. To accomplish this, guidelines are set by the Nominating and Corporate Governance Committee, further discussed below under the Corporate Governance section.

Set forth below are the names and ages of the Board's nominees for election; the nominee's position with the Company (if any); the principal occupation or employment of each nominee for at least the past five years; the period during which each nominee has served as our director; any other directorships during the past five years (if any) held by the nominee with companies registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act or registered as an investment company under the Investment Company Act of 1940; and other biographical information for each individual director. In addition, described below is each director nominee's particular experience, qualification, attributes or skills that has led the Board to conclude that the person should serve as a director of Valley.

**Gerald H. Lipkin, 72, Chairman of the Board, President and Chief Executive Officer of Valley National Bancorp and Valley National Bank.**

**Director since 1986.**

Mr. Lipkin began his career at Valley in 1975 as a Senior Vice President and lending officer, and has spent his entire business career directly in the banking industry. He became CEO and Chairman of Valley in 1989. Prior to joining Valley, he spent 13 years in various positions with the Comptroller of the Currency as a bank examiner and then Deputy Regional Administrator for the New York region. Mr. Lipkin is a graduate of Rutgers University where he earned a Bachelor's Degree in Economics. He received a Master's Degree in Business Administration in Banking and Finance from New York University. He is also a graduate from the Stonier School of Banking. Mr. Lipkin's education, his lending and commercial banking background for over 49 years in conjunction with his leadership ability make him a valuable member of our Board of Directors.

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**Andrew B. Abramson, 59, President and Chief Executive Officer, Value Companies, Inc. (a real estate development and property management firm).**

**Director since 1994.**

Mr. Abramson is a licensed real estate broker in the States of New Jersey and New York. He graduated from Cornell University with a Bachelor's Degree, and a Master's Degree, both in Civil Engineering. With 33 years as a business owner, an investor and developer in real estate, he brings management, financial, and real estate market experience and expertise to Valley's Board of Directors.

**Peter J. Baum, 57, Chief Financial Officer and Chief Operating Officer, Essex Manufacturing, Inc. (manufacturer, importer and distributor of consumer products).**

**Director since 2012.**

Mr. Baum joined Essex Manufacturing, Inc. in 1978 as an Asian sourcing manager. Essex Manufacturing, Inc. has been in business over 51 years and imports various consumer products from Asia. Essex distributes these products to large retail customers in the U.S. and globally. Mr. Baum graduated from The Wharton School at the University of Pennsylvania in 1978 with a B.S. in Economics. Mr. Baum brings over 31 years of business experience including as a business owner for 16 years. Mr. Baum also brings financial experience and expertise to Valley's Board of Directors.

**Pamela R. Bronander, 56, Vice President, KMC Mechanical, Inc.; President, Kaye Mechanical Contractors LLC (mechanical contractor).**

**Director since 1993.**

Ms. Bronander has full managerial responsibility for the financial and legal aspects of two mechanical contracting companies, KMC Mechanical, Inc. and Kaye Mechanical Contractors LLC. Ms. Bronander was formerly an officer of Scandia Packaging Machinery Company. She graduated with a Bachelor's Degree in Economics from Lafayette College. Ms. Bronander brings years of general business, managerial, and financial expertise to Valley's Board of Directors.

**Peter Crocitto, 55, Senior Executive Vice President, Chief Operating Officer of Valley National Bancorp and Valley National Bank.**

**Director since 2011.**

Mr. Crocitto joined Valley in 1977 and has held positions in various departments throughout the bank such as Consumer Lending, Retail Banking, MIS, Business Development and Operations. He was promoted to Executive Vice President in 1996 and assumed the title of Chief Operating Officer in 2008. Mr. Crocitto received his Bachelor's Degree from Montclair State University and his Master's Degree from Fairleigh Dickinson University. He is also a graduate of the Stonier School of Banking. Mr. Crocitto's extensive management experience and leadership during his 35 years of experience at Valley is an asset to the Board.

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**Eric P. Edelstein, 63, Consultant.**

**Director since 2003.**

Mr. Edelstein is a former Director of Aeroflex, Incorporated and Computer Horizon Corp.; former Executive Vice President and Chief Financial Officer of Griffon Corporation (a diversified manufacturing and holding company), and a former Managing Partner at Arthur Andersen LLP (an accounting firm). Mr. Edelstein was employed by Arthur Andersen LLP for 30 years and held various roles in the accounting and audit division, as well as the management consulting division. He received his Bachelor's Degree in Business Administration and his Master's Degree in Professional Accounting from Rutgers University. With 26 years of experience as a practicing CPA and as a management consultant, Mr. Edelstein brings in depth knowledge of generally accepted accounting and auditing standards as well as a wide range of business expertise to our Board. He has worked with audit committees and boards of directors in the past and provides Valley's Board of Directors with extensive experience in auditing and preparation of financial statements.

**Alan D. Eskow, 64, Senior Executive Vice President, Chief Financial Officer and Corporate Secretary of Valley National Bancorp and Valley National Bank.**

**Director since 2011.**

Mr. Eskow joined Valley in 1990 as a Vice President in the Financial Administration Department. He is a licensed CPA in New Jersey and a member of both the American Institute of CPAs and the New Jersey State Society of CPAs. Mr. Eskow was designated the Controller in 1998 and Chief Financial Officer in 2000. Mr. Eskow also worked a number of years in public accounting, as an executive in a savings and loan and seven years arranging financing for multi-family properties through FHLMC, FNMA and other investors. Mr. Eskow received his Bachelor's Degree from Long Island University and is also a graduate of the Stonier Graduate School of Banking. Mr. Eskow's 22 years of experience at Valley has provided Mr. Eskow with extensive banking and related financial management and accounting expertise which he brings to Valley's Board of Directors.

**Mary J. Steele Guilfoile, 58, Chairman of MG Advisors, Inc. (financial services merger and acquisition advisory and consulting firm).**

**Director since 2003.**

**Other directorships: Interpublic Group of Companies, Inc., Viasys Healthcare, Inc. (now part of CareFusion Corporation).**

Ms. Guilfoile is the former Executive Vice President and Corporate Treasurer of J.P. Morgan Chase & Co. (a global financial services firm) and a former Partner, Chief Financial Officer and Chief Operating Officer of The Beacon Group, LLC (a private equity, strategic advisory and wealth management partnership). Ms. Guilfoile is also

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a Partner of The Beacon Group L.P. (a private investment group), a CPA, Chairman of the Audit Committee of Interpublic Group of companies, Inc., and was Chairman of the Audit committee of Viasys Healthcare, Inc. She received her Bachelor's Degree in Accounting from Boston College Carroll School of Management and her Master's Degree in Business Administration with concentrations in strategic marketing and finance from Columbia University Graduate School of Business. With her wide range of professional experience and knowledge, Ms. Guilfoile brings a variety of business experience in corporate governance, risk management, accounting, auditing, investment and management expertise to Valley's Board of Directors.

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**Graham O. Jones\*, 68, Partner and Attorney, at law firm of Jones & Jones.**

**Director since 1997.**

Mr. Jones has been practicing law since 1969, with an emphasis on banking law since 1980. He has been a Partner of Jones & Jones since 1982 and served as the former President and Director of Hoke, Inc., (manufacturer and distributor of fluid control products). He was a Director and General Counsel for 12 years at Midland Bancorporation, Inc. and Midland Bank & Trust Company. Mr. Jones was a partner at Norwood Associates II for 10 years and was a President and Director for Adwildon Corporation (bank holding company). Mr. Jones received his Bachelor's Degree from Brown University and his Juris Doctor Degree from the University of North Carolina School of Law. With his business and banking affiliations, including partnerships and directorships, as well as professional and civic affiliations, he brings a long history of banking law expertise and a variety of business experience and professional achievements to Valley's Board of Directors.

**Walter H. Jones, III\*, 70, Retired.**

**Director since 1997.**

Mr. Jones served as the Executive Chairman of the Board of Directors of Hoke, Inc. from 1983 to 1998. For 12 years he was the Chairman of the Board for Midland Bancorporation, Inc. and Midland Bank & Trust Company where he also served as acting Chief Executive Officer for an interim period. Prior to this, he was a practicing attorney in New Jersey for 15 years. He received a Bachelor's Degree from Williams College, a Bachelor of Law Degree from Columbia Law School and a Master of Law Degree from New York University. He brings management experience, legal and business knowledge to Valley's Board of Directors.

**Gerald Korde, 69, President, Birch Lumber Company, Inc. (wholesale and retail lumber distribution company).**

**Director since 1989.**

Mr. Korde is the owner of Birch Lumber Company, Inc. and has various business interests including real estate investment projects with Chelsea Senior Living and Inglemoor Care Center of Livingston. He earned a Bachelor's Degree in Finance from the University of Cincinnati. Mr. Korde's background as a former owner and manager of motels provides a long history of entrepreneurship and managerial knowledge that provides value to Valley's Board of Directors.

**Michael L. LaRusso, 67, Financial Consultant.**

**Director since 2004.**

Mr. LaRusso is a former Executive Vice President and a Director of Corporate Monitoring Group at Union Bank of California. He held various positions as a federal bank regulator with the Comptroller of the Currency for 23 years and assumed a senior bank executive role for 15 years in large regional and/or multinational banking companies (including Wachovia, Citicorp and Union Bank of California). He holds a Bachelor's Degree in Finance from Seton Hall University and he is also a graduate from the Stonier School of Banking. Mr. LaRusso's extensive management and leadership experience with these financial institutions positions him well to serve on Valley's Board of Directors.



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**Marc J. Lenner, 47, Chief Executive Officer and Chief Financial Officer of Lester M. Entin Associates (a real estate development and management company).**

**Director since 2007.**

Mr. Lenner became the Chief Executive Officer and Chief Financial Officer at Lester M. Entin Associates in January 2000 after serving in various other executive positions within the Company. He has experience in multiple areas of commercial real estate markets throughout the country (with a focus in the New York tri-state area), including management, acquisitions, financing, development and leasing. Mr. Lenner is the Co-Director of a charitable foundation where he manages a multi-million dollar equity and bond portfolio. Prior to Lester M. Entin Associates, he was employed by Hoberman Miller Goldstein and Lesser, P.C., an accounting firm. He attended Muhlenberg College where he earned a Bachelor's Degree in both Business Administration and Accounting. With Mr. Lenner's financial and professional background, he provides management, finance and real estate experience to Valley's Board of Directors.

**Barnett Rukin, 72, Chief Executive Officer, SLX Capital Management (asset manager).**

**Director since 1991.**

Mr. Rukin was the Chief Executive Officer of Short Line (a regional bus line) for 15 years and Regional Chief Executive Officer at Coach USA for two years. Since 2000 he has been Chief Executive Officer of SLX Capital Management LLC. Mr. Rukin has in-depth knowledge of real estate, federal, state and local business regulations, and human resources, investments, and insurance (including auto, property and casualty insurance). He holds a Bachelor's Degree in Economics from Cornell University. Mr. Rukin brings 51 years of knowledge and management experience in all aspects of a service organization to Valley's Board of Directors.

**Suresh L. Sani, 48, President, First Pioneer Properties, Inc. (a privately-owned commercial real estate management company).**

**Director since 2007.**

Mr. Sani is a former associate at the law firm of Shea & Gould. As president of First Pioneer Properties, Inc., he is responsible for the acquisition, financing, developing, leasing and managing of real estate assets. He has over 21 years of experience in managing and owning commercial real estate in Valley's lending area. Mr. Sani received his Bachelor's Degree from Harvard College and a Juris Doctor Degree from the New York University School of Law. He brings a legal background, small business network management and real estate expertise to Valley's Board of Directors.

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**Robert C. Soldoveri, 59, Owner/Manager of Solan Management, LLC (an investment property management firm).**

**Director since 2008.**

**Other directorships: Greater Community Bancorp.**

Mr. Soldoveri is the Owner and Manager of Solan Management, LLC; a General Partner of Union Boulevard Realty, LLC; General Partner of Anjo Realty LLC and a General Partner of Portledge Realty. Prior to his affiliation with Solan Management, he ran and operated Northeast Equipment Transport, Inc., a heavy equipment operating company and S&S Material Handling, which provided services to land developers and building contractors. Before joining Valley's Board, Mr. Soldoveri served as a Director of Greater Community Bancorp and Greater Community Bank since 2001. He attended the University of Scranton, where he studied accounting and psychology. Mr. Soldoveri brings to Valley's Board of Directors demonstrated leadership and experience with an array of real estate, corporate financing and operational matters.

**Jeffrey S. Wilks, 53, Principal and Executive Vice President of Spiegel Associates (a private real estate ownership and development company).**

**Director since 2012.**

**Other directorships: State Bancorp, Inc.**

Mr. Wilks served as a director of State Bancorp, Inc. from 2001 to 2011 and was appointed to Valley's Board of Directors in connection with Valley's acquisition of State Bancorp, Inc., effective January 1, 2012. From 1992 to 1995 Mr. Wilks was an Associate Director of Sandler O'Neill, an investment bank specializing in the banking industry. Prior thereto, from 1981, Mr. Wilks was a Vice President of Corporate Finance at NatWest USA and Vice President of NatWest USA Capital Corp. and NatWest Equity Corp., each an investment affiliate of NatWest USA. Mr. Wilks serves on the board of directors of the New Cassell Business Association and is a member of the Board of Trustees of Central Synagogue, New York, member of the board and Treasurer of the Museum at Eldridge Street. Mr. Wilks served as Director of the Banking and Finance Committee of UJA from 1991 to 2001. Mr. Wilks earned his BSBA in Accounting and Finance from Boston University. Mr. Wilks brings experience in banking, finance and investments to Valley's Board of Directors.

\* Mr. Graham Jones and Mr. Walter Jones are brothers.

**RECOMMENDATION AND VOTE REQUIRED ON ITEM 1**

**THE VALLEY BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE NOMINATED SLATE OF DIRECTORS. DIRECTORS ARE ELECTED BY A PLURALITY OF THE VOTES CAST.**

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**ITEM 2**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in July 2010 (the Dodd-Frank Act ), Valley s shareholders are entitled to vote at the Annual Meeting to approve the compensation of our named executive officers, as disclosed in this proxy statement. Pursuant to the Dodd-Frank Act, the shareholder vote on executive compensation is an advisory vote only, and it is not binding on Valley or the Board of Directors.

The Company s goal for its executive compensation program is to reward executives who provide leadership for and contribute to our financial success. The Company seeks to accomplish this goal in a way that is aligned with the long-term interests of the Company s shareholders. The Company believes that its executive compensation program satisfies this goal.

The Compensation Discussion and Analysis beginning on page 27 of this Proxy Statement, describes the Company s executive compensation program and the decisions made by the Compensation and Human Resources Committee in 2012 and early 2013 in detail.

The Company requests shareholder approval of the compensation of the Company s named executive officers as disclosed pursuant to the SEC s compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and narrative discussion).

As an advisory vote, this proposal is not binding upon the Board of Directors or the Company. However, the Compensation and Human Resources Committee, which is responsible for designing and administering the Company s executive compensation program, values the opinions expressed by shareholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for named executive officers.

**RECOMMENDATION AND VOTE REQUIRED FOR ITEM 2**

**THE VALLEY BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE NON-BINDING APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS DETERMINED BY THE COMPENSATION AND HUMAN RESOURCES COMMITTEE AS DISCLOSED PURSUANT TO SEC S COMPENSATION DISCLOSURE RULES (INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION). THE VOTE FOR THE PROPOSAL BY A MAJORITY OF VOTES CAST AT THE MEETING WILL CONSTITUTE APPROVAL OF THIS ADVISORY PROPOSAL.**

**Table of Contents****ITEM 3****RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed KPMG LLP to audit Valley's financial statements for 2013. We are asking you to ratify that appointment.

KPMG audited our books and records for the years ended December 31, 2012, 2011 and 2010. The fees billed for services rendered to us by our independent registered public accounting firm for the years ended December 31, 2012 and 2011 were as follows:

	2012	2011
Audit fees	\$ 1,059,800	\$ 897,000
Audit-related fees <sup>(1)</sup>	63,550	145,500
Tax fees <sup>(2)</sup>	75,116	101,096
All other fees <sup>(3)</sup>	0	45,200
<b>Total</b>	<b>\$ 1,198,466</b>	<b>\$ 1,188,796</b>

<sup>(1)</sup> Fees paid for benefit plan audits. Fees for 2011 includes fees paid for 2012 issuance of consent relating to the Company's registration statement filing in connection with the acquisition of State Bancorp, Inc., and comfort letter in connection with the TARP participation billed in 2011.

<sup>(2)</sup> Includes fees rendered in connection with tax services relating to state and local matters.

<sup>(3)</sup> Fees paid to review and validate a financial software system.

The Audit Committee adopted a formal policy concerning the pre-approval of audit and non-audit services to be provided by its independent accountants to Valley. The policy requires that all services to be performed by KPMG, Valley's independent accountants, including audit services, audit-related services and permitted non-audit services, be pre-approved by the Audit Committee. Specific services being provided by the independent accountants are regularly reviewed in accordance with the pre-approval policy. At each subsequent Audit Committee meeting, the Committee receives updates on the services actually provided by the independent accountants, and management may also present additional services for approval. All services rendered by KPMG are permissible under applicable laws and regulations, and the Audit Committee pre-approved all audit, audit-related and non-audit services performed by KPMG during fiscal 2012. Representatives of KPMG will be available at the annual meeting and will have the opportunity to make a statement and answer appropriate questions from shareholders regarding 2012 financial results.

**RECOMMENDATION AND VOTE REQUIRED ON ITEM 3**

**THE VALLEY BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF KPMG AS VALLEY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. RATIFICATION OF THE APPOINTMENT OF KPMG REQUIRES A MAJORITY OF THE VOTES CAST BE FOR THE PROPOSAL.**

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**REPORT OF THE AUDIT COMMITTEE**

February 20, 2013

To the Board of Directors of Valley National Bancorp:

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm, KPMG LLP, performs an annual independent audit of the financial statements and expresses an opinion on the conformity of those financial statements with U.S. generally accepted accounting principles.

The following is the report of the Audit Committee with respect to the audited financial statements for fiscal year 2012. With respect to fiscal year 2012, the Audit Committee has:

reviewed and discussed Valley's audited financial statements with management and KPMG;

discussed with KPMG the scope of its services, including its audit plan;

reviewed Valley's internal control procedures;

discussed with KPMG the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and discussed with KPMG their independence from management and Valley; and

approved the audit and non-audit services provided during fiscal year 2012 by KPMG.

Based on the foregoing review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for fiscal year 2012.

Pursuant to Section 404 of the Sarbanes-Oxley Act, management is required to prepare as part of the Company's 2012 Annual Report on Form 10-K, a report by management on its assessment of the Company's internal control over financial reporting, including management's assessment of the effectiveness of such internal control. KPMG is also required by Section 404 to prepare and include as part of the Company's 2012 Annual Report on Form 10-K, the auditors' attestation report on management's assessment. During the course of 2012, management regularly discussed the internal control review and assessment process with the Audit Committee, including the framework used to evaluate the effectiveness of such internal control, and at regular intervals updated the Audit Committee on the status of this process and actions taken by management to respond to issues identified during this process. The Audit Committee also discussed this process with KPMG. Management's assessment report and the auditor's attestation report are included as part of the 2012 Annual Report on Form 10-K.

Andrew B. Abramson, Committee Chairman

Eric P. Edelstein, Vice Chairman

Pamela R. Bronander

Gerald Korde

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Michael L. LaRusso

Marc J. Lenner

Suresh L. Sani

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**CORPORATE GOVERNANCE**

Our business and affairs are managed under the direction of the Board of Directors. Members of the Board are kept informed of Valley's business through discussions with the Chairman and our other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. In this regard, to further educate directors about Valley and assist committees in their work, committees are encouraged to invite non-member directors to attend committee meetings to learn about the workings of the Board. All members of the Board also served as directors of our subsidiary bank, Valley National Bank (the "Bank"), during 2012. It is our policy that all directors attend the annual meeting absent a compelling reason, such as family or medical emergencies. In 2012, all directors (with the exception of Mr. Abramson) then serving attended our annual meeting. Mr. Abramson could not attend the annual meeting due to a personal emergency.

Our Board of Directors believes that the purpose of corporate governance is to ensure that we maximize shareholder value in a manner consistent with legal requirements and safe and sound banking principles. The Board has adopted corporate governance practices which the Board and senior management believe promote this purpose. Periodically, these governance practices, as well as the rules and listing standards of NASDAQ and the NYSE and the regulations of the SEC, are reviewed by senior management, outside expert legal counsel and the Board.

**BOARD LEADERSHIP STRUCTURE AND THE BOARD'S ROLIN RISK OVERSIGHT.** Valley is led by Mr. Gerald Lipkin, who has served as our Chairman and CEO since 1989. Our Board is currently comprised of Mr. Lipkin and 16 other directors, of whom ten are independent under NYSE and NASDAQ guidelines. The Board has three standing independent committees with separate chairpersons – an Audit Committee, a Nominating and Corporate Governance Committee, and a Compensation and Human Resources Committee. Our Risk Committee is responsible for overseeing risk management. In addition, our Audit Committee engages in oversight of financial risk exposures and our full board regularly engages in discussions of risk management and receives reports on risk from our executive management, other company officers and the chair of the Risk Committee. Each of our other board committees also considers the risk within its area of responsibilities. We do not have a lead director, but our corporate governance guidelines provide that our non-management directors will meet in executive session regularly, our independent directors will meet in executive session at least once a year, and that the three chairs of our board committees will rotate in presiding at these executive sessions.

We have employed the same basic leadership structure since Mr. Lipkin became Chairman and CEO in 1989. We believe that this leadership structure has been effective. Our corporate leadership structure is commonly utilized by other public companies in the United States. We believe that having a combined chairman/CEO and independent chairpersons for each of the above Board committees provides the right form of leadership. We have a single leader for our company who can present a consistent vision, and he is seen by our customers, business partners, investors and other stakeholders as providing strong leadership for Valley and to our industry. We believe that our Chairman/CEO together with the Risk Committee, our Audit Committee (primarily with respect to financial risks) and the full board of directors, provide effective oversight of the risk management function.

**DIRECTOR INDEPENDENCE.** The Board has determined that a majority of the directors and all current members of the Nominating and Corporate Governance, Compensation and Human Resources, and Audit Committees are independent for purposes of the independence standards of both the New York Stock Exchange and NASDAQ, and that all of the members of the Audit Committee are also independent for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934. The Board based these determinations primarily on a review of the responses of the directors to questions regarding employment and transaction history, affiliations and family and other relationships and on discussions with the directors. Our independent directors are: Andrew B. Abramson, Peter J. Baum, Pamela R. Bronander, Eric P. Edelstein, Gerald Korde, Michael L. LaRusso, Marc J. Lenner, Barnett Rukin, Suresh L. Sani and Jeffrey S. Wilks.

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To assist in making determinations of independence, the Board has concluded that the following relationships are immaterial and that a director whose only relationships with the Company fall within these categories is independent:

A loan made by the Bank to a director, his or her immediate family or an entity affiliated with a director or his or her immediate family, or a loan personally guaranteed by such persons if such loan (i) complies with federal regulations on insider loans, where applicable; and (ii) is not classified by the Bank's credit risk department or independent loan review department, or by any bank regulatory agency which supervises the Bank;

A deposit, trust, insurance brokerage, investment advisory, securities brokerage or similar customer relationship between Valley or its subsidiaries and a director, his or her immediate family or an affiliate of his or her immediate family if such relationship is on customary and usual market terms and conditions;

The employment by Valley or its subsidiaries of any immediate family member of the director if the employee serves below the level of a senior vice president;

Annual contributions by Valley or its subsidiaries to any charity or non-profit corporation with which a director is affiliated if the contributions do not exceed an aggregate of \$30,000 in any calendar year;

Purchases of goods or services by Valley or any of its subsidiaries from a business in which a director or his or her spouse or minor children is a partner, shareholder or officer, if the director, his or her spouse and minor children own five percent (5%) or less of the equity interests of that business and do not serve as an executive officer of the business; or

Purchases of goods or services by Valley, or any of its subsidiaries, from a director or a business in which the director or his or her spouse or minor children is a partner, shareholder or officer if the annual aggregate purchases of goods or services from the director, his or her spouse or minor children or such business in the last calendar year does not exceed the greater of \$120,000 or five percent (5%) of the gross revenues of the business.

The Board considered the following categories of items for each director it determined was independent:

<b>Name</b>	<b>Loans*</b>	<b>Trust Services/ Assets Under Management</b>	<b>Banking Relationship with VNB</b>	<b>Professional Services to Valley</b>
Andrew B. Abramson	Commercial and Personal	Trust Services	Checking, Savings, Certificate of Deposit	None
Peter J. Baum	Commercial and Personal Mortgage	None	Checking	None
Pamela R. Bronander	Commercial and Personal Line of Credit, Home Equity	None	Checking, Savings, Certificate of Deposit	None
Eric P. Edelstein	Residential Mortgage	None	Checking	None
Gerald Korde	Commercial, Commercial and Personal Line of Credit	None	Checking, Money	None
Michael L. LaRusso	Personal Line of Credit	None	Market Checking, Money Market	None
Marc J. Lenner		Trust Services		None



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	Commercial Mortgage, Residential Mortgage, Personal Line of Credit and Home Equity		Checking, Money Market, Certificate of	
Barnett Rukin	Commercial and Home Mortgages, Line of credit	Assets Under Management	Deposit, IRA Checking, Safe	None
Suresh L. Sani	Commercial Mortgage	None	Deposit Box Checking, Money Market	None
Jeffrey S. Wilks	Personal Line of Credit	None	Checking	None

\* In compliance with Regulation O.

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**EXECUTIVE SESSIONS OF NON-MANAGEMENT DIRECTORS.** Valley's Corporate Governance Guidelines require the Board to hold separate executive sessions for both independent and non-management directors. At least once a year, the Board holds an executive session including only independent directors and at least once a year the Board holds an executive session including only non-management directors. Valley's Board has chosen to rotate the presiding director for each such meeting among the respective chairmen of the Audit, Compensation and Human Resources, and Nominating and Corporate Governance Committees.

**SHAREHOLDER AND INTERESTED PARTIES COMMUNICATIONS WITH DIRECTORS.** The Board of Directors has established the following procedures for shareholder or interested party communications with the Board of Directors or with the rotating chairman of the executive sessions of the non-management directors of the Board:

Shareholders or interested parties wishing to communicate with the Board of Directors or with the presiding director of executive sessions, should send any communication to Valley National Bancorp, c/o Alan D. Eskow, Corporate Secretary, at 1455 Valley Road, Wayne, New Jersey 07470. Any such communication should state the number of shares owned by the shareholder.

The Corporate Secretary will forward such communication to the Board of Directors or, as appropriate, to the particular committee chairman; or to the then presiding director, unless the communication is a personal or similar grievance, a shareholder proposal or related communication, an abusive or inappropriate communication, or a communication not related to the duties or responsibilities of the Board of Directors, or the non-management directors, in which case the Corporate Secretary has the authority to determine the appropriate disposition of the communication. All such communications will be kept confidential to the extent possible.

The Corporate Secretary will maintain a log of, and copies of, all such communications for inspection and review by any Board member; or by the presiding director of executive sessions, and will regularly review all such communications with the Board or the appropriate committee chairman; or with the presiding director at the next meeting.

The Board of Directors has also established the following procedures for shareholder or interested party communications with the rotating chairman of the executive sessions of the non-management directors of the Board:

The Corporate Secretary will maintain a log of, and copies of, all such communications for inspection and review by the presiding director of executive sessions, and shall regularly review all such communications with the presiding director at the next meeting.

## **COMMITTEES OF THE BOARD OF DIRECTORS; BOARD OF DIRECTORS MEETINGS**

In 2012, the Board of Directors maintained an Audit Committee, a Nominating and Corporate Governance Committee, and a Compensation and Human Resources Committee. Only independent directors serve on these committees. In addition to these committees, the Bancorp and the Bank also maintains a number of committees to oversee other areas of Valley's operations. These include an Executive Committee, Investment Committee, a Pension/Savings & Investment Trustees Committee, Risk Committee, Strategic Planning Committee and a Trust Committee, all of which have both independent and non-independent directors, as permitted by the SEC, the NYSE and NASDAQ.

Each director attended 87% or more of the meetings of the Board of Directors, the Bank Board and of each committee on which he or she served for the year ended December 31, 2012. Our Board met five times during 2012 and the Bank's Board met 13 times during 2012.

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The following table presents 2012 membership information for each of our Audit, Nominating and Corporate Governance, and Compensation and Human Resources Committees.

Name	Audit	Nominating and	Compensation and
		Corporate Governance	Human Resources
Andrew B. Abramson	X*	X	X
Pamela R. Bronander	X		
Eric P. Edelstein	X**	X*	X**
Gerald Korde	X	X	X*
Michael L. LaRusso	X		X
Marc J. Lenner	X	X	
Barnett Rukin			X
Suresh L. Sani	X	X	X

\* Committee Chairman

\*\* Vice Chairman

**AUDIT COMMITTEE.** The Audit Committee met five times during 2012. In addition, the Committee Chairman and on occasion one other member of the Audit Committee met with the Chief Audit Executive and Chief Risk Officer of Valley monthly for the purpose of communicating closely with those officers and receiving updates on significant developments. The Board of Directors has determined that each member of the Audit Committee is financially literate and that more than one member of the Audit Committee has the accounting or related financial management expertise required by the NYSE. The Board of Directors has also determined that Mr. Edelstein, Mr. LaRusso and Mr. Lenner meet the SEC criteria of an Audit Committee Financial Expert. The charter for the Audit Committee can be viewed at our website [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters). The charter gives the Committee the authority and responsibility for the appointment, retention, compensation and oversight of our independent registered public accounting firm, including pre-approval of all audit and non-audit services to be performed by our independent registered public accounting firm. Each member of the Audit Committee is independent under both NYSE and NASDAQ listing rules. Other responsibilities of the Audit Committee pursuant to the charter include:

Reviewing the scope and results of the audit with Valley's independent registered public accounting firm;

Reviewing with management and Valley's independent registered public accounting firm Valley's interim and year-end operating results including SEC periodic reports and press releases;

Considering the appropriateness of the internal accounting and auditing procedures of Valley;

Considering the independence of Valley's independent registered public accounting firm;

Overseeing the internal audit function;

Reviewing examination reports by regulatory agencies, together with management's response and follow-up;

Reviewing the significant findings and recommended action plans prepared by the internal audit function, together with management's response and follow-up; and

Reporting to the full Board concerning significant matters coming to the attention of the Committee.

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**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE.** The Committee met three times during 2012. This Committee reviews qualifications of and recommends to the Board candidates for election as director of Valley and the Bank, considers the composition of the Board, recommends committee assignments, and discusses management succession for the Chairman and the CEO positions. The Nominating and Corporate Governance Committee develops corporate governance guidelines which include:

Director qualifications and standards;

Director responsibilities;

Director orientation and continuing education;

Limitations on board members serving on other boards of directors;

Director access to management and records; and

Criteria for the annual self-assessment of the Board, and its effectiveness.

The Nominating and Corporate Governance Committee is also charged with overseeing adherence to our corporate governance standards and the Code of Conduct and Ethics. The Nominating and Corporate Governance Committee reviews recommendations from shareholders regarding corporate governance and director candidates. The procedure for submitting recommendations of director candidates is set forth below under the caption Nomination of Directors. Each member of the Nominating and Corporate Governance Committee is independent under both NYSE and NASDAQ listing rules.

**COMPENSATION AND HUMAN RESOURCES COMMITTEE.** The Committee met five times during 2012. The Committee determines CEO compensation, sets general compensation levels for directors, all officers and employees and sets specific compensation for named executive officers (NEOs) and other executive officers. It also administers our non-equity and the equity incentive plans, including the 2009 Long-Term Stock Incentive Plan and makes awards pursuant to those plans. The Board has approved its charter, available under our website located at [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters), which delegates to the Committee the responsibility to recommend Board compensation. Each member of the Compensation and Human Resources Committee is independent under both NYSE and NASDAQ listing rules.

**EXECUTIVE OFFICERS COMPENSATION.** In undertaking its responsibilities, annually, the Committee receives from the CEO recommendations (except those that relate to his compensation) for salary, non-equity incentive awards, stock option and restricted stock awards for NEOs and other executive officers. After considering the possible payments under our 2009 Long-Term Stock Incentive Plan (2009 LTSIP) and our 2010 Executive Incentive Plan (2010 EIP), and discussing the recommendations with the CEO, the Committee meets in executive session to make the final decisions on these elements of compensation. All stock grants are valued using the closing stock price on the date prior to the date the awards are approved. Stock awards under the 2009 LTSIP may take the form of restricted shares, stock options or both. Awards under the 2010 EIP may be in cash, restricted shares or both.

Under authority delegated by the Committee, all other employee salaries and non-equity compensation are determined by executive management. For stock awards, based on operational considerations, prior awards and staff numbers, a block of shares is allocated by the Committee. The individual stock option and restricted stock awards are then allocated by the CEO and his executive staff to these non-executive officers and employees.

Under authority delegated by the Committee, during the year, the CEO is authorized to make limited stock option grants and restricted stock awards in specific circumstances (special incentive awards for non-officers, awards to new employees and grants on completion of advanced degrees).

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All awards not specifically approved in advance by the Committee, but awarded under the authority delegated, are reported to the Committee at its next meeting at which time the Committee ratifies the action taken.

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### **COMPENSATION CONSULTANTS**

In 2012 the Committee in its sole discretion employed Fredrick W. Cook & Co., Inc. as compensation consultants. The Cook firm was employed to review compensation and performance data of a peer group of comparable financial organizations that had been selected by the Committee and in relationship to these data provide an overview and comments on Valley's executive compensation. Also, the Cook firm was requested to provide trend information relating to executive compensation matters and in addition, the Cook firm has reviewed and provided comments on the compensation disclosures contained in this proxy statement.

In addition, the Committee received advice from Buck Consultants, a Xerox company, regarding the actuarial assumptions on Mr. Lipkin's lump sum distribution in the event of a change in control of Valley. Buck Consultants was paid approximately \$405,000 for services to the Company in the nature of actuarial, pension plan and employee benefit advice related to the compensation of Valley's executives. The decision to hire Buck Consulting for all its services was made by management of Valley.

### **COMPENSATION AS IT RELATES TO RISK MANAGEMENT**

The Chief Risk Officer evaluated all incentive-based compensation for all employees of the Company and reported to the Compensation and Human Resources Committee that none individually, or taken together, was reasonably likely to have a material adverse effect on Valley. Each NEO's compensation was not considered excessive. None of the other forms of compensation or incentives for Valley employees were considered as encouraging undue or unwarranted risk. The Compensation and Human Resources Committee accepted the Chief Risk Officer's report.

### **AVAILABILITY OF COMMITTEE CHARTERS**

The Audit Committee, Nominating and Corporate Governance Committee, and Compensation and Human Resources Committee each operates pursuant to a separate written charter adopted by the Board. Each Committee reviews its charter at least annually. All of the committee charters can be viewed at our website [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters). Each charter is also available in print to any shareholder who requests it. The information contained on the website is not incorporated by reference or otherwise considered a part of this document.

### **NOMINATION OF DIRECTORS**

Nominations of directors may be made only by the Board of Directors, the Nominating and Corporate Governance Committee of the Board, or by a shareholder of record entitled to vote. The Board of Directors has established minimum criteria for members of the Board. These include:

The maximum age for an individual to join the Board shall be age 60, except that such limitation is inapplicable to a person who, when elected or appointed, is a member of senior management (Executive Vice President or higher), or who was serving as a member of the Board of Directors of another company at the time of its acquisition by Valley;

A director is eligible for reelection if the director has not attained age 76 before the time of the annual meeting of the Company's shareholders. However, the Board in its discretion may extend this age limit for not more than one year at a time for any director, if the Board determines that the director's service for an additional year will benefit the Company;

Each Board member must demonstrate that he or she is able to contribute effectively regardless of age;

Each Board member must be a U.S. citizen and comply with all qualifications set forth in 12 USC §72;

A majority of the Board members must maintain their principal residences within 100 miles of Wayne, New Jersey (Valley's primary service area);





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Board members may not stand for re-election to the Board for more than four terms following the establishment of a principal legal residence outside of Valley's primary service area;

Each Board member must own a minimum of 20,000 shares of our common stock of which 5,000 shares must be in his or her own name (or jointly with the director's spouse) and not pledged or hypothecated;

Unless there are mitigating circumstances (such as medical or family emergencies), any Board member who attends less than 85% of the Board and assigned committee meetings for two consecutive years, will not be nominated for re-election;

Each Board member must prepare for meetings by reading information provided prior to the meeting. Each Board member should participate in meetings, for example, by asking questions and by inquiring about policies, procedures or practices of Valley;

Each Board member should be available for continuing education opportunities throughout the year;

Each Board member is expected to be above reproach in their personal and professional lives and their financial dealings with Valley, the Bank and the community;

If a Board member (a) has his or her integrity challenged by a governmental agency (indictment or conviction), (b) files for personal or business bankruptcy, (c) materially violates Valley's Code of Conduct and Ethics, or (d) has a loan made to or guaranteed by the director classified as doubtful, the Board member shall resign upon the request of the Board. If a loan made to a director or guaranteed by a director is classified as substandard, the Board may ask the director to resign;

No Board member should serve on the board of any other bank or financial institution or on more than two boards of other public companies while a member of Valley's Board without the approval of Valley's Board of Directors;

Each Board member should be an advocate for Valley within the community; and

It is expected that the Bank will be utilized by the Board member for his or her personal and business affiliations. The Nominating and Corporate Governance Committee has adopted a policy regarding consideration of director candidates recommended by shareholders. The Nominating and Corporate Governance Committee will consider nominations recommended by shareholders. In order for a shareholder to recommend a nomination, the shareholder must provide the recommendation along with the additional information and supporting materials to our Corporate Secretary no later than 90 days and no earlier than 120 days prior to the anniversary of the date of the preceding year's annual meeting. The shareholder wishing to propose a candidate for consideration by the Nominating and Corporate Governance Committee must own at least 1% of Valley's outstanding common stock. In addition, the Nominating and Corporate Governance Committee has the right to require any additional background or other information from any director candidate or the recommending shareholder as it may deem appropriate. For Valley's annual meeting in 2014, we must receive this notice on or after December 18, 2013, and on or before January 17, 2014. The following factors, at a minimum, are considered by the Nominating and Corporate Governance Committee as part of its review of all director candidates and in recommending potential director candidates to the Board:

Appropriate mix of educational background, professional background and business experience to make a significant contribution to the overall composition of the Board;

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If the Nominating and Corporate Governance Committee deems it applicable, whether the candidate would be considered a financial expert or financially literate as described in SEC, NYSE and NASDAQ rules or an Audit Committee financial expert as defined by SEC rules;

If the Nominating and Corporate Governance Committee deems it applicable, whether the candidate would be considered independent under NYSE and NASDAQ rules and the Board's additional independence guidelines set forth in the Company's Corporate Governance Guidelines;

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Demonstrated character and reputation, both personal and professional, consistent with that required for a bank director;

Willingness to apply sound and independent business judgment;

Ability to work productively with the other members of the Board;

Availability for the substantial duties and responsibilities of a Valley director; and

Meets the additional criteria set forth in Valley's Corporate Governance Guidelines.

Diversity is one of the factors that the Nominating and Corporate Governance Committee considers in identifying nominees for a director. In selecting director nominees the Nominating and Corporate Governance Committee considers, among other factors, (1) the competencies and skills that the candidate possesses and the candidate's areas of qualification and expertise that would enhance the composition of the Board, and (2) how the candidate would contribute to the Board's overall balance of expertise, perspectives, backgrounds and experiences in substantive matters pertaining to the Company's business. The Nominating and Corporate Governance Committee has not adopted a formal diversity policy with regard to the selection of director nominees.

**COMPENSATION AND HUMAN RESOURCES COMMITTEE PROCESSES AND PROCEDURES**

The Board has delegated the responsibility for executive compensation matters to the Compensation and Human Resources Committee. The minutes of the Committee meetings are provided at Board meetings and the chair of the Committee reports to the Board significant issues dealt with by the Committee.

**CODE OF CONDUCT AND ETHICS AND CORPORATE GOVERNANCE GUIDELINES**

We have adopted a Code of Conduct and Ethics which applies to our chief executive officer, principal financial officer, principal accounting officer and to all of our other directors, officers and employees. The Code of Conduct and Ethics is available and can be viewed under our website [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters). The Code of Conduct and Ethics is also available in print to any shareholder who requests it. We will disclose any substantive amendments to or waiver from provisions of the Code of Conduct and Ethics made with respect to the chief executive officer, principal financial officer or principal accounting officer on that website.

We have also adopted Corporate Governance Guidelines, which are intended to provide guidelines for the governance by the Board and its committees. The Corporate Governance Guidelines are available under our website located at [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters). The Corporate Governance Guidelines are also available in print to any shareholder who requests them.

**Table of Contents****DIRECTOR COMPENSATION**

**COMPENSATION OF DIRECTORS.** Annual compensation of non-employee directors for 2012 was comprised of the following components: cash compensation consisting of annual retainer; meeting and committee fees; and, to the extent that a director elects to forego all or a portion of the annual retainer and board meeting fees, participation in the 2004 Directors Restricted Stock Plan. In addition, there is also a Directors Retirement Plan. Each of these compensation components is described in detail below. The total 2012 compensation of the non-employee directors is shown in the following table.

**2012 DIRECTOR COMPENSATION**

<b>Name</b>	<b>Fees Earned or Paid in Cash <sup>(2)</sup></b>	<b>Stock Awards <sup>(3)</sup></b>	<b>Change in Pension Value and Non- Qualified Deferred Compensation Earnings <sup>(4)</sup></b>	<b>All Other Compensation <sup>(5)</sup></b>	<b>Total</b>
Andrew B. Abramson <sup>(1)</sup>	\$ 66,000	\$ 85,333	\$ 63,806	\$ 17,915	\$ 233,054
Peter J. Baum	61,500	0	7,441	0	68,941
Pamela R. Bronander	64,500	0	57,764	15,505	137,769
Eric P. Edelstein <sup>(1)</sup>	130,000	0	37,859	0	167,859
Mary J. Steele Guilfoile	23,500	88,000	31,930	107,845 <sup>(6)</sup>	251,275
Graham O. Jones	102,500	0	73,194	0	175,694
Walter H. Jones, III	75,000	0	78,004	0	153,004
Gerald Korde <sup>(1)</sup>	118,500	0	109,043	0	227,543
Michael L. LaRusso	73,500	44,000	39,359	8,992	165,851
Marc J. Lenner	87,000	0	13,442	0	100,442
Barnett Rukin	46,000	88,000	105,936	5,579	245,515
Suresh L. Sani	99,500	0	13,941	0	113,441
Robert C. Soldoveri	79,000	0	17,662	0	96,662
Jeffrey S. Wilks	59,500	44,000	6,565	1,183	111,248

<sup>(1)</sup> Bancorp Committee Chairman and/or Bancorp Committee Vice Chairman (see Committees of the Board on Page 15 in this Proxy Statement.)

<sup>(2)</sup> Includes committee fees and fees for chairing board committees.

<sup>(3)</sup> Value of fees forgone as shown below, adjusted for the 25% discount to the market price, pursuant to the 2004 Directors Restricted Stock Plan. There were 28,902 shares awarded under the plan during the year ended December 31, 2012 each at the grant date fair market value of \$12.09 and there were 117,147 outstanding shares under the plan as of December 31, 2012.

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The following table represents the shares awarded in 2012, the grant date fair market value, the aggregate amount of the foregone directors' fees (reflecting the purchase of the shares at the 25% market price discount) and the aggregate number of stock outstanding at December 31, 2012, for each of the following participants.

Name	Number of Shares Awarded in 2012	Grant Date Fair Market Value of Shares Awarded	Forgone Directors Fees	Aggregate Number of Stock Awards Outstanding at Fiscal Year-End
Andrew B. Abramson	7,060	\$ 12.09	\$ 64,000	30,980
Pamela R. Bronander *	0	N/A	0	23,744
Mary J. Steele Guilfoile	7,281	12.09	66,000	30,984
Michael L. LaRusso	3,640	12.09	33,000	15,598
Barnett Rukin	7,281	12.09	66,000	12,201
Jeffrey S. Wilks	3,640	12.09	33,000	3,640

\* Ms. Bronander elected not to participate in the 2004 Directors Restricted Stock Plan during 2012.

- (4) Represents non-cash compensation reflecting the change in the present value of pension benefits year to year for Directors Plan for 2012, taking into account the age of each director, a present value factor, an interest discount factor and time remaining until retirement.
- (5) This column reflects the cash dividend and interest on deferred dividends earned on restricted stock during 2012, under the 2004 Directors Restricted Stock Plan.
- (6) This includes consulting fee pursuant to a long-standing investment banking retainer consulting agreement, paid to MG Advisors, Inc. in 2012. Ms. Guilfoile is the Chairman of MG Advisors. The amount also includes \$17,845 in cash dividends and interest on deferred dividends earned on restricted stock during 2012, under the 2004 Directors Restricted Stock Plan. Included in the prior year's proxy statement total director compensation for Ms. Guilfoile, was \$900,000 consulting fees in connection with Valley's acquisition of State Bancorp, Inc. paid to MG Advisors, Inc. in 2012.

**ANNUAL BOARD RETAINER.** Non-employee directors received an annual retainer of \$40,000 per year, paid quarterly. This retainer is paid to recognize expected ongoing dialogue of board members with our executives and employees, for being available to provide their professional expertise as needed, for attending various Bank functions, for undertaking continuing education, and for interfacing with customers as appropriate.

**BOARD MEETING FEES.** In recognition of the preparation time, travel time, attendance at and providing professional expertise at the board meetings, non-employee directors received a board meeting fee of \$2,000 for each meeting attended.

**BOARD COMMITTEE FEES AND COMMITTEE CHAIR RETAINER.** The Chairman of the Audit Committee received an annual retainer of \$15,000 and the Vice Chairman a retainer of \$5,000. The Chairman of the Compensation and Human Resources Committee received an annual retainer of \$15,000 and the Vice Chairman a retainer of \$5,000. The Chairman of the Nominating and Corporate Governance Committee received an annual retainer of \$7,500. These retainers are to recognize the extensive time that is devoted to committee matters including meetings with management, auditors, attorneys and consultants and preparing committee agendas.

All members of these committees are paid for attending each committee meeting as follows: \$2,500 for Audit, \$2,000 for Compensation and Human Resources, and \$1,000 for Nominating and Corporate Governance.

The Company and Bank also have a number of other committees (other than the corporate governance committees listed on page 15 required to be disclosed) that are not disclosed committees under SEC and NYSE rules. These committees generally deal with oversight of various operating matters. Valley's Risk Committee Chairman received a \$15,000 retainer and the Vice Chairman a retainer of \$5,000. All other committee chairs receive a retainer between \$5,000 and \$7,500, and there is an attendance fee of \$2,500 for Risk and \$1,000 for each other committee meeting.



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**DIRECTORS RETIREMENT PLAN.** We maintain a retirement plan for non-employee directors. The plan provides 10 years of annual benefits to directors with five or more years of service. The benefits commence following the later of a director reaching age 65 or after a director has retired from the Board. The annual benefit is equal to the director's years of service, multiplied by 5%, multiplied by the final annual retainer paid to the director at the time of retirement. In the event of the death of the director prior to receipt of all benefits, the payments continue to the director's beneficiary or estate.

**DIRECTORS RESTRICTED STOCK PLAN.** We also maintain the 2004 Director Restricted Stock Plan (2004 Directors Plan). The 2004 Directors Plan provides the non-employee members of the Board of Directors with the opportunity to forego some or all of their annual cash retainer and meeting fees in exchange for shares of Valley restricted stock granted at 75% of the market value at the date of grant. The discount recognizes the exchange of immediate cash fees for a five year deferral or until retirement, death, disability, the participant's inability to stand for re-election due to age restrictions, or the participant's failure to be re-elected after standing for re-election, and if there is a change-in-control prior to the vesting date. There were 117,147 shares outstanding under this plan as of December 31, 2012.

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**STOCK OWNERSHIP OF MANAGEMENT  
AND PRINCIPAL SHAREHOLDERS**

**STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS.** The following table contains information about the beneficial ownership of our common stock at December 31, 2012 by each director and by each of our executive officers for whom individual information is required to be set forth in this proxy statement under rules of the SEC, and by directors and all executive officers as a group.

Name of Beneficial Owner	Number of Shares Beneficially Owned <sup>(1)</sup>		Percent of Class <sup>(2)</sup>
<b>Directors and Named Executive Officers:</b>			
Andrew B. Abramson	304,411	(3)	0.15%
Peter J. Baum	40,267	(4)	0.02
Pamela R. Bronander	54,881	(5)	0.03
Peter Crocitto	388,576	(6)	0.19
Eric P. Edelstein	28,388		0.01
Albert L. Engel	214,548	(7)	0.11
Alan D. Eskow	311,406	(8)	0.16
Mary J. Steele Guilfoile	456,239	(9)	0.23
Graham O. Jones	971,177	(10)	0.49
Walter H. Jones, III	1,602,408		0.80
Gerald Korde	2,329,147	(11)	1.16
Michael L. LaRusso	39,114	(12)	0.02
Marc J. Lenner	193,754	(13)	0.10
Gerald H. Lipkin	817,590	(14)	0.41
Robert M. Meyer	300,561	(15)	0.15
Barnett Rukin	123,097	(16)	0.06
Suresh L. Sani	58,351	(17)	0.03
Robert C. Soldoveri	382,242	(18)	0.19
Jeffrey S. Wilks	399,771	(19)	0.20
Directors and Executive Officers as a group (30 persons)	9,015,928	(20)	4.50

- (1) Beneficially owned shares include shares over which the named person exercises either sole or shared voting power or sole or shared investment power. It also includes shares owned (i) by a spouse, minor children or by relatives sharing the same home, (ii) by entities owned or controlled by the named person, and (iii) by other persons if the named person has the right to acquire such shares within 60 days by the exercise of any right or option. Unless otherwise noted, all shares are owned of record and beneficially by the named person.
- (2) The number of shares of our common stock used in calculating the percentage of the class owned includes 198,438,271 shares of our common stock outstanding as of December 31, 2012. The table also includes 1,791,483 shares purchasable pursuant to stock options or warrants for our shares that were exercisable within 60 days of December 31, 2012.\*
- (3) This total includes 11,523 shares held by Mr. Abramson's wife, 43,128 shares held by his wife in trust for his children, 9 shares held by a family trust of which Mr. Abramson is a trustee, 17,503 shares held by a family foundation, 60,306 shares held by a trust of which Mr. Abramson is a trustee, 5,172 shares held by a family fund trust, 10,488 shares held in self-directed IRA Plans of which Mr. Abramson and his wife are beneficiaries, 6,274 shares of Mr. Abramson's mother of which he has the authority to execute trades and 30,980 restricted shares pursuant to the director restricted stock plan. Mr. Abramson disclaims beneficial ownership of shares held by his wife; his mother; and shares held for his children.
- (4) This total includes 6,150 shares held by Mr. Baum's children of which Mr. Baum is the trustee.



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- (5) This total includes 5,516 shares held by Ms. Bronander's children, 23,744 restricted shares pursuant to the director restricted stock plan; and of this total, 18,732 shares were pledged as security.
- (6) This total includes 41,002 shares held by Mr. Crocitto's wife, 4,134 shares held in Mr. Crocitto's KSOP, 6,088 shares held by Mr. Crocitto as custodian for his child, 1,048 shares held by Mr. Crocitto's child, 41,464 restricted shares, and 112,860 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012, but not the 8,229 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2012\*.
- (7) This total includes 4,100 shares held in Mr. Engel's KSOP, 3,152 shares held in a trust of which Mr. Engel is a successor trustee, 22,628 restricted shares and 96,406 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012, but not the 5,271 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2012\*.
- (8) This total includes 51,797 shares held by Mr. Eskow's wife, 4,347 shares held in Mr. Eskow's KSOP, 10,578 shares held in his Roth IRA, 1,204 shares held in his IRA, 6,322 shares held jointly with his wife, 1,156 shares in an IRA held by his wife, 41,464 restricted shares and 112,860 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012\*, but not the 8,229 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2012.
- (9) This total includes 201,608 shares held by Ms. Guilfoile's spouse and 30,984 restricted shares pursuant to the director restricted stock plan.
- (10) This total includes 8,434 shares owned by trusts for the benefit of Mr. G. Jones' children of which his wife is co-trustee; and of this total, 950,219 shares were pledged as security.
- (11) This total includes 72,133 shares held jointly with Mr. Korde's wife, 342,697 shares held in the name of Mr. Korde's wife, 893,352 shares held by his wife as custodian for his children, 315,378 shares held by a trust of which Mr. Korde is a trustee and 126,438 shares held in Mr. Korde's self-directed IRA.
- (12) This total includes 14,506 shares held jointly with Mr. LaRusso's wife and 15,598 restricted shares pursuant to the director restricted stock plan.
- (13) This total includes 15,309 shares held in a retirement pension, 464 shares held by Mr. Lenner's wife, 23,823 shares held by his children, 122,150 shares held by a trust of which Mr. Lenner is 50% trustee (Mr. Lenner is an indirect beneficiary of only 25% of the trust and disclaims any pecuniary interest in the ownership of the other portion of the trust), and 15,061 shares held by a charitable foundation.
- (14) This total includes 324,760 shares held in the name of Mr. Lipkin's wife, 6,946 shares held in Mr. Lipkin's wife's Roth IRA, 154 shares held jointly with his wife, 68,889 shares held in a Roth IRA, 45 shares held in his KSOP, and 18,846 shares held by a family charitable foundation of which Mr. Lipkin is a co-trustee. This total also includes Mr. Lipkin's 103,222 restricted shares and 227,776 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012\*, but not the 14,970 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2012.
- (15) This total includes Mr. Meyer's 23,004 restricted shares, 130,455 shares held jointly with his wife, 4,134 shares held in his KSOP and 107,603 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012, but not the 5,520 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2012\*; and of this total, 162,253 shares were pledged as security.
- (16) This total includes 5,000 shares held in Mr. Rukin's IRA, 27,683 shares held by Mr. Rukin's wife, as custodian and Mr. Rukin, as trustee, in various accounts for their children, 12,624 shares held by a private foundation of which Mr. Rukin is an officer and 12,201 restricted shares pursuant to the director stock plan. Mr. Rukin disclaims beneficial ownership of the shares held by his wife, shares held by his wife as custodian for their children, and shares held by a private foundation.
- (17) This total includes 5,705 shares held in Mr. Sani's Keogh Plan, 5,705 shares held in trusts for benefit of his children, and 44,390 shares held in pension trusts of which Mr. Sani is co-trustee.
- (18) This total includes 155,836 shares held by a foundation of which Mr. Soldoveri is a trustee, 702 shares of warrants exercisable within 60 days of December 31, 2012, and of this total, 224,265 shares were pledged as security.
- (19) This total includes 71,915 shares held by Mr. Wilks' wife, 9,905 shares held by his wife in trust for one of their children, 2,617 shares held jointly with his wife for a family foundation, 20,030 shares as trustee for the benefit of their children, 11,804 shares as trustee for the benefit of his wife, 254,133 shares held by the estates of his mother and father-in-law, of which Mr. Wilks' wife is a beneficiary and is one of three executors. This total also includes Mr. Wilks' 3,640 restricted shares. Mr. Wilks disclaims beneficial ownership of shares held by his mother and father-in-law's estates.

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<sup>(20)</sup> This total includes 1,197,855 shares owned by 11 executive officers who are not directors or named executive officers, which total includes 13,512 shares in KSOP and/or IRA, 53,025 indirect shares, 68,669 restricted shares, and 374,341 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2012, but not the 13,896 shares potentially available in the future by exercise of their stock options not exercisable within 60 days of December 31, 2012\*. The total does not include shares held by the Bank's trust department.

\* All exercisable options outstanding have exercise prices that are higher than Valley's market price at December 31, 2012 of \$9.30. See the Outstanding Equity Awards table below for each of the NEO's outstanding awards; and as of the record date of February 19, 2013, all exercisable options outstanding have exercise prices that are higher than Valley's market price of \$10.21.

**PRINCIPAL SHAREHOLDERS.** The following table contains information about the beneficial ownership at December 31, 2012 by persons or groups that beneficially owns 5% or more of our common stock.

Name and Address	Number of Shares Beneficially Owned	Percent of Class <sup>(1)</sup>
BlackRock, Inc. <sup>(2)</sup> 40 East 52nd Street, New York, NY 10022	15,388,260	7.75%
State Street <sup>(3)</sup> One Lincoln Street, Boston, MA 02111	11,689,938	5.89%
The Vanguard Group <sup>(4)</sup> 100 Vanguard Blvd., Malvern, PA 19355	9,963,0335	5.02%

<sup>(1)</sup> The number of shares of our common stock used in calculating the percentage of the class owned includes 198,438,271 shares of our common stock outstanding as of December 31, 2012.

<sup>(2)</sup> Based on a Schedule 13G/A Information Statement filed February 8, 2013 by BlackRock, Inc. The Schedule 13G/A discloses that BlackRock has sole voting power and sole dispositive power as to 15,388,260 shares.

<sup>(3)</sup> Based on a Schedule 13G Information Statement filed February 12, 2013 by State Street. The Schedule 13G discloses that State Street has shared voting power and shared dispositive power as to 11,689,938 shares.

<sup>(4)</sup> Based on a Schedule 13G Information Statement filed February 12, 2013 by The Vanguard Group. The Schedule 13G discloses that State Street has sole voting power as to 140,024 shares, sole dispositive power as to 9,833,031 shares and has shared dispositive power as to 130,002 shares.

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**EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS (CD&A)**

**SIGNIFICANT COMPENSATION DETERMINATIONS**

In 2012 our named executive officers were:

**Gerald H. Lipkin**, Chairman of the Board, President and Chief Executive Officer;

**Alan D. Eskow**, Director, Senior Executive Vice President, Chief Financial Officer and Corporate Secretary;

**Peter Crocitto**, Director, Senior Executive Vice President and Chief Operating Officer;

**Albert L. Engel**, Executive Vice President; and

**Robert M. Meyer**, Executive Vice President

The compensation for our NEOs was determined by our Compensation and Human Resources Committee (the Committee). The Committee made the following significant compensation determinations related to the 2012 performance year:

Determined not to raise base salaries for our NEOs for the second year in a row;

Approved a total 2012 compensation package consisting of base salary (\$1,123,500), cash bonus (\$562,000), and restricted stock award (\$1,000,000) for our Chairman, President and CEO;

Approved cash awards from Valley's Executive Incentive Plan, or EIP, of 100% of the target amount for our Chairman, President and CEO and an average of 100% for our other NEOs;

Awarded restricted stock at levels that were consistent with, or slightly lower than the awards granted in 2012 for 2011 performance;

Made cash and equity EIP awards totaling approximately \$3.4 million to our five NEOs, or 32% of the total maximum EIP award of \$10.5 million; and

Examined Valley's incentive compensation policies to ensure that they do not incentivize the taking of improper risks. In making these determinations, the Committee considered the results of the 2012 say-on-pay vote, in which Valley's NEO compensation package received over 92% support from shareholders who voted on the proposal.

**VALLEY'S FINANCIAL PERFORMANCE IN 2012**

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Valley achieved net income of \$143.6 million, or \$0.73 per diluted common share, compared to 2011 net income of \$132.5 million, or \$0.74 per diluted common share. Although the price of Valley's common stock declined and its total shareholder return was negative in 2012, we believe that these earnings reflect the skills and dedication of our executive team despite:

An extremely challenging economic environment, including high unemployment and a slowly recovering real estate market;

A compressed net interest margin mainly caused by a historically low interest rate environment;

The costs and business interruption caused by the impact of Hurricane/Superstorm Sandy to the New York/New Jersey region in which we operate;

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Continued high compliance costs due to new banking regulations;

The difficulty of attracting and retaining quality borrowers in a difficult credit environment; and

The continued highly competitive nature of our New York/New Jersey market territory.  
Some of our 2012 performance highlights include:

Maintenance of our relatively unchanged annual cash dividend of \$0.65;

Management's success in generating alternative income streams through (i) our \$499 mortgage refinance program and subsequent sale of a majority of these loans, (ii) income from customer swap transactions and (iii) the purchase of a loan portfolio in the first quarter of 2012;

Strong credit quality and adherence to our conservative risk profile as demonstrated by our net charge-offs to average loans of 0.26% for the year ended December 31, 2012, and our total loan delinquencies of only 1.73% as a percentage of total loans, as of December 31, 2012;

The expansion into the attractive Long Island, NY market with the closing of our acquisition of State Bancorp, Inc.; and the integration of State Bank into the Bank; and

Management's focused efforts to control operating expenses.

**OUR COMPENSATION PHILOSOPHY**

We believe that Valley's executive compensation should be structured so as to balance the expectations of our shareholders, our regulators and our executives. We have adopted a compensation philosophy that seeks to achieve this balance by taking into consideration the following:

Making compensation awards taking into account certain financial metrics, including earnings, earnings per share, credit quality, loan and deposit levels, while expressing the importance of growth in these areas and recognizing the difficulty in achieving such growth;

Rewarding qualitative achievements by management which contribute to our financial performance but which may not be quantitatively reflected in Valley's financial results;

Rewarding short-term performance while managing the risks to Valley by granting EIP awards that are subject to our hold-past termination and clawback policies;

Recognizing the past performance of our executives in building a strong banking franchise;

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Making compensation awards after taking into account the executive compensation programs of our peer group; and

Providing a mixture of short-term and long-term financial rewards to our executives.

Recently, there has been an increased emphasis by our banking regulators and others within the banking industry on risk-management. The Committee shares this concern and has previously adopted several measures intended to avoid encouraging undue risks:

Our hold-past-termination policy for all stock-based awards since April 2009 which requires a departing NEO to hold 50% of those shares for at least 18 months after termination of employment with us;

Our clawback policy that allows us to recover cash and stock incentive payments awarded after the policy's adoption if our Committee determines that any award, made within three years prior to the Committee's determination, was based on materially inaccurate financial statement information that resulted in a restatement of our financial statements, or on a fraudulent, willful or grossly negligent misrepresentation by the award recipient;

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Our extended two-year payout schedule for cash awards under our EIP, to more closely align those awards with the risk horizon, which is the estimated time needed to see if the risk taken has produced the intended beneficial result; and

Elimination of the formula-based method we previously used to determine EIP awards and implementation of a new determination method based on the application of quantitative and qualitative reviews of executive performance by our Committee.

We believe that measuring executive performance must take into consideration both measurable goals and qualitative objectives. Our philosophy and our use of different compensation elements helps to incentivize management to achieve the objectives of our board and to ensure that our shareholders are protected from a compensation structure that encourages undue risk-taking and provides our executives with adequate compensation.

We also believe that we should consider the performance and pay practices of our peer group. This review assists the Committee in determining if both our pay and our financial performance are relatively competitive. We use the KBW Regional Bank Index ( KRX ). See Page 36 Peer Group Comparisons .

When measuring executive performance, we also recognize the burden placed on management by the constant development of new bank regulatory rules and the difficult bank regulatory atmosphere. The regulatory burden imposes new responsibilities on management and increases our cost structure. The regulatory emphasis on avoiding undue risk and risk mitigation, as well as the proposed increases and changes to regulatory capital, provide a difficult balance between achieving growth in loans, revenues and earnings per share while maintaining regulatory compliance.

## **OUR COMPENSATION PROCESS**

Our Committee sets the compensation of our CEO and all our NEOs. We met six times during 2012 and early 2013 to discuss NEO compensation for 2012. At almost all meetings the Committee holds lengthy executive sessions at which our independent compensation consultant is present and provide advice, and at which no members of management are present.

The Committee has the authority to directly retain the services of independent compensation consultants and other experts to assist in fulfilling its responsibilities. The Committee engaged the services of Frederic W. Cook & Co., Inc. ( FW Cook ), a national executive compensation consulting firm, to review and provide recommendations concerning all of the components of the Company's executive compensation program. FW Cook performs services solely on behalf of the Compensation Committee and has no relationship with the Company or management except as it may relate to performing such services. While the Company uses the KRX peer group for both compensation and market price comparison purposes, FW Cook assists the Committee in defining the appropriate market of Valley's peer companies for executive compensation and practices and in benchmarking our executive compensation program against the peer group each year. FW Cook also assists the Committee in benchmarking our director compensation program and practices against those of our peers. The Committee assessed the independence of FW Cook and concluded that no conflict of interest exists that would prevent FW Cook from independently representing the Committee.

A representative of FW Cook was present and provided advice at all our meetings, including executive sessions. Pre-meetings were held with the Chairman and Vice Chairman of the Committee to establish with management the agenda for each meeting. Our compensation consultant attended the pre-meetings.

The CEO and other NEOs attended portions of the meetings. The CEO presented and discussed with the Committee his recommendations for compensation for the NEOs and the management team. The CEO did not make a recommendation to the Committee with regard to his compensation. The CEO was not present when his compensation was discussed or set by the Committee. The Committee sought input from other directors with

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experience in executive compensation and from outside counsel. The Committee sets executive compensation with only Committee members, consultants and outside counsel present.

This year the Committee was also advised by Buck Consultants, a Xerox company, regarding the actuarial assumptions on Mr. Lipkin's lump sum distribution in the event of a change in control of Valley. Please see "2012 Pension Benefits - Gerald H. Lipkin" on page 43 for more information. The Committee assessed the independence of Buck Consultants and concluded that no conflict of interest existed that would prevent Buck Consultants from independently advising the Committee. Buck Consultants has been retained by management for many years for actuarial, pension plan and employee benefit advice.

## **OUR COMPENSATION ELEMENTS**

Our compensation consists of both performance-based and non-performance based awards. Performance-based compensation elements are base salary, cash awards under the EIP and awards under our Long-Term Stock Incentive Plan. Non-performance based compensation elements are pension benefits and perquisites. We also provide severance and change in control benefits.

**BASE SALARIES.** Base salaries are determined by an evaluation of individual NEO responsibilities and compensation history. Base salaries are paid in order to fairly compensate our key executives for their day-to-day efforts in managing our business activities.

**EIP AWARDS.** The EIP provides for discretionary awards, payable in cash, in stock-based awards under our Long-Term Stock Incentive Plan (LTSIP), or a combination of cash and stock-based awards, from a pool equal to 5% of our net income before income taxes. Allocations of potential awards under the EIP among the NEOs from the 5% pool (discussed below) are made by the Committee within the first 90 days of each calendar year with respect to prior year performance. EIP awards are determined by an evaluation of individual NEO performance as well as their contribution to our overall performance after the year-end financial results are finalized. During this process the Committee exercises discretion to award less than the entire amount of the 5% pool as permitted by the EIP.

We make cash EIP awards to our NEOs in order to incentivize performance over the short-term (one year). Under the EIP, we pay the initial 50% portion of cash EIP awards in February, based on of the previous year's final audited results of operations. The 50% balance is paid in eight equal quarterly installments, to allow time to evaluate the longer-term results of NEO business decisions before completing payment of cash awards.

**EIP AWARDS FROM THE LONG-TERM STOCK INCENTIVE PLAN (LTSIP).** A portion of the awards from our EIP consists of restricted stock awards from our Long-Term Stock Incentive Plan. The purpose of these awards is to give our NEOs a stake in our business aligned with the interests of our common shareholders and to encourage the retention of our NEOs. We believe this encourages our NEOs to improve our operating results, increase shareholder value, and pursue the long-term growth of our organization.

Restricted stock awards are determined by an evaluation of individual NEO performance and the individual's contribution to our overall performance. Restricted stock awards are subject to our "clawback" and "hold-past-termination" policies, both described above.

Restricted stock awards are granted in January or February and are based on the prior year's financial results. Shares generally vest over a period of three to five years as determined by the Committee.

## **NON-PERFORMANCE BASED AWARDS**

**PENSION BENEFITS.** Our NEOs participate in two pension plans, a tax-qualified plan and a non-tax qualified plan. We believe that pension benefits are an integral part of NEO compensation. We provide these benefits in order to make available to the recipients an income stream that will assist in meeting post-retirement expenses.



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Our defined-benefit tax-qualified pension plan covers all eligible employees, including NEOs. The plan was closed to new participants beginning July 1, 2011. Benefits under that plan are based upon a percentage of the highest average annual compensation and the number of years of credited service. The average annual compensation represents the employee's five highest years of base pay included in the past ten years, not counting the year of termination.

NEOs also participate in a supplemental, non-tax qualified pension plan, known as the Benefit Equalization Plan or BEP. The BEP was adopted January 1, 1989. Generally, each NEO who participates in the tax-qualified plan described above, and whose annual compensation exceeds the maximum amount (\$250,000 in 2012) that can be recognized in calculating benefits under a tax-qualified plan, is eligible to become a BEP participant. Actual participation is determined by the Committee in its discretion. Currently, the Committee has determined all of our NEOs to be BEP participants. Mr. Lipkin's benefit under the above plans is subject to a minimum guarantee. The guaranteed amount is \$600,000 per annum for his life, with a minimum of ten years, and, if Mr. Lipkin predeceases his wife, \$400,000 minimum for her life, all reduced by any payments under the pension plan.

For more information about our pension plans, including a recent amendment to Mr. Lipkin's severance agreement which affected payments under the BEP, please see "2012 Pension Benefits - Gerald H. Lipkin" on page 43.

**PERQUISITES.** We provide limited perquisites to our NEOs. We offer them the use of a company-owned automobile primarily for business use. The automobile facilitates NEO travel between our offices, to business meetings with customers and vendors and to investor presentations. NEOs may use the automobile for personal transportation. Personal use of the automobile results in taxable income to the NEO, and we include this in the amounts of income we report to the NEO and the Internal Revenue Service.

We also support and encourage our NEOs to hold a membership in a local country club for which we pay admission costs, dues and other business related expenses. We find that the club membership is an effective means of obtaining business as it allows NEOs to interact with present and prospective customers in a relaxed, informal environment. We require that any personal use of the country club facilities for golf or food be paid directly by the NEO. Because the club memberships are used at our expense only for business entertainment, we do not include them as perquisites in our Summary Compensation Table.

## **POST COMPENSATION ELEMENTS**

**SEVERANCE AGREEMENTS.** We have a written severance agreement with each of our NEOs. We have these severance agreements because each of them has accumulated many years of service as one of our executive officers, and we want them to continue in our service. We believe the assurance that their income will not immediately suffer if their employment were to terminate, helps retain them in our service.

**CHANGE IN CONTROL AGREEMENTS.** We have a written change in control agreement with each of our NEOs. Each agreement provides for a lump sum payment and other benefits if the NEO is terminated either without Cause or for Good Reason within three years following a change in control of Valley. Cause and Good Reason are terms defined in each agreement. The lump sum payment is equal to three times the highest annual combined salary and non-equity portion of any EIP award the NEO received in the three years before the change in control.

The change in control agreements with our NEOs were originally entered into prior to March 2004 and require that we make a gross-up payment to reimburse any NEO for excise taxes payable on the lump sum. We are aware of a mounting level of criticism of these gross-ups as excessive, and we have eliminated the gross-up provision from change in control agreements entered into since March 2004. However, we have grandfathered those provisions in pre-March 2004 change in control agreements and they will continue to be applicable to the NEOs who signed those agreements.

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We think it appropriate to provide senior-level employees some assurance that, were we to engage in a business combination with another institution, their job-related income would not be at risk. We believe that the change in control agreements with our NEOs give us greater assurance that these key individuals will not terminate their employment with us out of concern for their financial security, after a change in control transaction is announced, or out of concern that we might be viewed as a target for one.

The terms of the severance agreements and change in control agreements are described more fully in this Proxy Statement under Other Potential Post-Employment Payments.

## **COMPENSATION DETAILS DECISIONS**

**SUMMARY.** The Committee believes the financial results of the Company in 2012 were solid, but fell short of the Company's goals. The Company maintained its cash dividend and increased its net income over 2011 levels while maintaining its traditional lending philosophy. However, the Committee noted a decline in Valley's earnings per share and in its stock performance. The Committee noted that the total shareholder return on Valley's stock over a five year period fell below that of the KRX for the first time in five years. See table on page 37 of this proxy statement. The Committee also reviewed the one and three year total shareholder returns relative to its peer group, which were unfavorable. The Committee recognized, however, that while financial performance affects stock price, market forces, which management does not control, also affects the stock price.

Since the financial crisis of 2008 and the decline in earnings for many financial institutions, bank investors have valued bank stocks largely based on price to tangible book value rather than on the more traditional price to earnings multiple. The Committee believes that this will likely continue until analysts and investors see a return to more traditional earnings for banks. Valley's price to tangible book value multiple during the last five years has been in the top 75th percentile of the 50 banking institutions in the KRX. While we remain in the top 75th percentile, Valley's price to tangible book value recently has declined greater than many other banks. We believe this has caused a larger decline in our stock price. Our total shareholder return was still negative during 2012 despite our relatively high price to the tangible book value multiple.

Other financial metrics within the control of management include net charge-offs (NCOs) of loans to average loans, return on average tangible common equity (ROATCE) and return on average assets (ROAA). We have generally been above the median of the KRX peer group and in either the top quartile or second quartile with respect to these metrics for the last five years as shown in the charts below on page 36.

The Committee considered not increasing Mr. Lipkin's total compensation as a result of these factors. However, ultimately the Committee determined that Mr. Lipkin was deserving of an increase in his cash EIP award, while not providing an increase in his base salary or restricted stock award. Accordingly, Mr. Lipkin's total compensation package for 2012, consisting of base salary, restricted stock grant and cash EIP award, increased by \$152,000 over 2011 levels.

The factors that were considered by the Committee in making this determination were:

Mr. Lipkin's personal contribution to the Company's successful mortgage refinancing program which resulted in origination of \$2 billion of residential mortgages and the sale by the Company of \$961 million in residential mortgage loans in 2012, which generated \$47 million in gains on sales of these loans;

Mr. Lipkin guiding the Company through particularly difficult times, including a historically low interest rate environment, high unemployment and low economic growth, and a devastating storm which further harmed the economy in the Company's market region;

The Company's maintenance of its regular cash dividend despite the challenges described above;

The successful completion of the State Bancorp acquisition;

The implementation of substantial cost savings and technology enhancements; and

The Company's continuing solid asset quality in relation to its peers.

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Similarly, the Company's other NEOs received no increase in base salary but received an increase in EIP awards in 2012. The Committee generally believed that it was appropriate to continue to align the compensation of the other NEOs with that of Mr. Lipkin. Accordingly, the Committee determined that total compensation for the other NEOs in 2012 would increase by an average of \$58,930, or 6.7%, ranging from a high of a 12.0% increase and a low of a 1.5% increase.

**BASE SALARIES.** For the second consecutive year, the Committee determined not to increase the base salaries for our NEOs. Our NEOs base salaries have not increased over 2011 levels. Accordingly, our NEOs will have the same base salary for three consecutive years.

**EIP AWARDS.** Under the EIP, Valley may pay incentive compensation to its NEOs in an aggregate amount equal to 5% of its net income for the calendar year with the exact amounts to be determined by the Committee. In March 2012, the Committee began the process of determining awards under the EIP by:

Identifying the NEOs as the EIP participants; and

Allocating a share of the EIP pool to each participant, as shown in the first column of the table on page 34.

At the same time as it allocated pool shares to the NEOs, the Committee established (i) cash award targets for our NEOs, expressed as percentages of their respective salaries, and (ii) a range from 0% to 200% of target for the actual cash award. The Committee further determined that additional awards could be made under the EIP in the form of restricted stock. The following table shows the target cash awards for each NEO shown both as the percentage of base salary and on a numerical basis and the actual and cash EIP pool awards.

**Cash Award Targets and Actual Cash Awards**

Named Executive Officer	EIP Target Cash		EIP Target Cash Award	EIP Cash Award Range (0% - 200% of Target)	Actual Cash EIP Awards for 2012
	2011/2012/2013 Base Salary	Award as % of 2011/2012/2013 Base Salary			
Gerald H. Lipkin	\$ 1,123,500	50%	\$ 561,750	\$0 - \$1,123,500	562,000
Alan D. Eskow	545,750	35%	191,013	0 - \$382,025	191,000
Peter Crocitto	545,750	35%	191,013	0 - \$382,025	191,000
Albert L. Engel	440,000	25%	110,000	0 - \$220,000	125,000
Robert M. Meyer	465,000	25%	116,250	0 - \$232,500	100,000

In January 2013, the Committee certified the amount of the 2012 pool of \$10,518,750, which the Committee confirmed was 5% of 2012 net income before taxes. Based on Valley's 2012 financial results and the 2012 goals accomplished by each NEO, the Committee granted cash awards to the NEOs. The Company's performance was slightly lower than management's expectations for net income and earnings per share for the full year. However, as discussed in more detail above, the NEOs overcame negative and often unexpected impacts to attain these results including historically low interest rates, increased regulatory costs affecting our operating results, Hurricane/Superstorm Sandy and a sluggish economy. In making these decisions, the Committee also compared the NEOs' compensation elements to that of the regressed median of the peer group (regressed to reflect Valley's relative size), in order to ensure that their compensation is competitive with Valley's peers. Accordingly, in light of the financial performance of our Company, attainment of personal goals, as well as a comparison of our NEO compensation to regressed median peer group compensation of the KRX, the Committee concluded that the NEOs' cash EIP awards should generally be equal to the targeted amount for 2012.

The cash EIP awards represent an increase in the aggregate cash EIP awards for 2012 compared to 2011. The cash EIP awards are a small portion of the NEOs' total compensation. The amount of the increases in cash EIP awards over 2011 levels were equal to approximately 37% for Mr. Lipkin and ranged from 14% to 66% for the other NEOs. The increases reflect the fact that cash EIP awards were reduced significantly in 2011 from 2010.

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levels. The Committee believes that as a result of the efforts of the NEOs in the face of the obstacles facing the Company and in recognition of the fact that the NEOs were instrumental in implementing several successful programs, including the Company's mortgage refinance program and successfully integrating State Bank branches and employees into Valley, it was appropriate to bring EIP cash awards back to the levels paid in 2010. This resulted in significant year-over-year increases in 2012 compared to 2011. The increases also reflected consideration of the fact that peer regressed median cash incentives were higher than cash incentives paid by the Company in 2011.

To complete the EIP awards, the Committee used its discretion to pay a portion of the remaining allocation of the 2012 EIP pool to each NEO in the form of restricted stock, as discussed under "Long-Term Stock Incentive Plan Awards" below. The aggregate number of shares of restricted stock awarded to the NEOs was 226,379, with a fair value of approximately \$2.2 million. Mr. Lipkin received 102,249 restricted shares with a fair value of \$1 million.

The table below shows the 2013 cash and equity EIP awards made to each NEO for 2012 performance, as compared to the maximum EIP award permitted under the EIP for 2012.

*EIP Awards for 2012*

Named Executive Officer	Allocation of EIP Pool	Maximum EIP Award	Cash Award Paid	Equity Award Paid	Total Award Paid
Gerald H. Lipkin	44%	\$ 4,628,250	\$ 562,000	\$ 1,000,000	\$ 1,562,000
Alan D. Eskow	17%	1,788,188	191,000	382,000	573,000
Peter Crocitto	17%	1,788,188	191,000	382,000	573,000
Albert L. Engel	11%	1,157,063	125,000	250,000	375,000
Robert M. Meyer	11%	1,157,063	100,000	200,000	300,000
		\$ 10,518,752	\$ 1,169,000	\$ 2,214,000	\$ 3,383,000

The aggregate total EIP award paid (both cash and equity) to all NEOs was \$3,383,000, or approximately 32% of the total maximum amount available for grant under the EIP. Mr. Lipkin received a total award of \$1,562,000, or approximately 34% of his maximum award under the EIP.

As in 2011, the Committee determined that it would make awards under the EIP for 2012 which consist of a larger percentage of restricted stock and a smaller percentage of cash. The Committee made this determination based on its analysis that the amount of cash compensation (salary and cash EIP award) paid to its NEOs is close to, and that equity compensation paid by Valley is low in relation to, the regressed median of the KRX. The Committee also believes that by placing a greater emphasis on restricted stock (the value of which varies over time and which also vests over time) it is more closely aligning NEO compensation with the interests of its shareholders, especially in light of Valley's hold-past termination and clawback policies.

In determining the actual cash and restricted stock awards paid from the EIP pool in 2012, and in evaluating NEO performance, the Committee did not take a formulaic approach, but rather based its decisions on a number of business-related criteria such as:

Application of quantitative and qualitative reviews of executive performance by our CEO and the Committee;

Valley's operating results in 2012 and the contribution to those results by each of our NEOs;

Cash and equity-based awards to the NEOs should be close to NEO compensation (including base salary, EIP cash award and restricted stock award) of the regressed median of our peer group; and

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Our evaluation of each NEO's management of business arising from the part of our operations for which he bears responsibility.

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**EIP AWARDS UNDER OUR LONG-TERM STOCK INCENTIVE PLAN (LTSIP).** In January 2013, the Committee made equity-related awards to our NEOs from our long-term stock incentive plan for a portion of the awards under the EIP. These awards consisted of shares of restricted stock. Restricted shares tend to align economic interests of executives with those of shareholders.

The restricted shares were valued at fair market value on the date of the award, which was \$9.78 per share. The table below shows the restricted share awards issued to our NEOs for 2012 from our long-term stock incentive plan. Restrictions on restricted stock awards lapse at the rate of 33% per year commencing with the first anniversary of the date of grant.

The Committee awarded an aggregate of 226,379 restricted shares to its NEOs for 2012 with a fair value of \$2,214,000. The Committee determined to award Mr. Lipkin 102,249 shares of restricted stock. The other NEOs received an average of 31,033 shares of restricted stock. The fair value of those shares for purposes of inclusion in the Summary Compensation Table for Mr. Lipkin is \$1,000,000 and for the other NEOs is \$1,214,000. For a discussion of how the Committee determined Mr. Lipkin's and the other NEOs' total compensation and the allocation of such compensation between annual salary, cash awards and equity compensation please see the discussion under "Base Salaries" and "EIP Awards" above.

*2012 NEO Long-term Stock Incentive Plan Awards*

Named Executive Officer	Restricted Stock Awarded (RSAs)	Value of RSA at \$9.78 Per Share
Gerald H. Lipkin	102,249	\$ 1,000,000
Alan D. Eskow	39,059	382,000
Peter Crocitto	39,059	382,000
Albert L. Engel	25,562	250,000
Robert M. Meyer	20,450	200,000

**HOLD-PAST TERMINATION, CLAWBACK AND OTHER POLICIES**

Our hold-past termination policy applies to all unvested NEO award shares under the EIP and the Long-Term Stock Incentive Plan the vesting of which is accelerated as the result of an NEO's retirement. The policy requires the departing NEO to hold 50% of those shares for at least 18 months after termination of employment with us.

Under our clawback policy, if an award granted under the EIP or Long-Term Stock Incentive Plan is later (within three years after the grant date) found by our Committee to have been based on materially inaccurate information that resulted in a material restatement of our financial statements, or on misrepresentation by the award recipient, we have instituted a clawback policy that will allow recapture of the award.

Valley recently adopted a policy prohibiting directors, officers and employees from entering into hedging transactions or similar arrangements involving Valley's securities. These include transactions such as equity swaps, collars, exchange funds and forward sale contracts. The Board believes that such transactions, which have the effect of mitigating the risks and rewards of ownership, may result in the interests of the owners and Valley being misaligned.

The Board has also recently adopted a policy prohibiting directors, officers and employees from purchasing Valley securities on margin, borrowing against Valley securities held in a margin account, or pledging Valley securities as collateral for a loan. To the extent that any person has shares pledged, such person would be expected to unwind such transactions over time, generally, a three year period, subject to exceptions for unusual circumstances.

To better align the interests of our NEOs with those of our common shareholders, we require each NEO to own a minimum number of shares of our common stock at all times while holding executive office. The table below shows the minimum holdings required of each NEO. The minimum amounts were determined by the Committee based on the number of shares it considered appropriate in its discretion for the executive levels of our NEOs.

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If an NEO is promoted and owns fewer than the minimum number of shares required for his or her new position, the Committee is authorized to fix the time by which any required increase in the NEO's share ownership must take place. Each NEO already owns a substantial number of shares in excess of the minimums in the table below.

*NEO Minimum Stock Ownership Requirements*

<b>Title (Name)</b>	<b>Minimum Required Common Stock Ownership*</b>
CEO (Mr. Lipkin)	200,000
Senior EVP (Messrs. Eskow and Crocitto)	50,000
EVP (Messrs. Engel and Meyer)	25,000

\* Includes all shares each NEO is required under SEC rules to report as beneficially owned.

**PEER GROUP COMPARISONS**

As described elsewhere in this Compensation Discussion and Analysis, in setting compensation for our NEOs, we review total compensation, each compensation element, and Valley's financial performance to a peer group. We use the KBW Regional Banking Index (KRX), consisting of ourselves and 49 other regional banks.

Appendix A, on page 55 lists all financial institutions in the KRX index. Peer group comparisons are used by the Committee to evaluate salaries, bonuses and equity compensation paid by the other financial institutions in our peer group. The Committee compares the salaries, equity compensation and non-equity incentive compensation we pay to our NEOs with the same compensation elements paid to executives of the peer group companies available from public data. The Committee refers to this peer group information when setting our CEO compensation and also refers to this peer group information when considering the CEO's recommendations for NEO salaries and awards under the EIP.

We make peer group comparisons of salaries and incentive compensation (both cash awards and equity awards) so we can avoid situations in which our NEOs are substantially over- or under-compensated in comparison to our peer group. The Committee does not seek to maintain NEO compensation at any precise percentile. Rather, the peer group compensation information is used as a competitive reference point, not as a specific benchmark or to target a specific percentile of the market. Instead, the Committee reviews peer group compensation (both total compensation and individual components). For comparison purposes, the Committee refers to the size-adjusted regressed median of NEO compensation for companies in the KRX index.

The table below presents Valley's performance relative to the KRX with respect to various financial measures over a 1-year, 3-year and 5-year period ended December 31, 2012. The Committee believes the tables reflect Valley's above average financial performance in most categories compared to the peer group.

*Valley National Bancorp Performance Relative to Peer*

Source: SNL Financial

The 3-year and 5-year performance tables above represent the average result over the respective periods.



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The table below compares the cumulative total return on a hypothetical \$100 investment made on December 31, 2007 in Valley's common stock and the KRX index, as reported on the performance graph on page 36 of our 2012 Annual Report on Form 10-K and Appendix B to this proxy statement on page 56. The table is calculated assuming that all dividends are reinvested during the relevant periods. The table shows how a \$100 investment would increase or decrease in value over time based on dividends (stock or cash) and increases or decreases in the market price of the stock.

	12/07	12/08	12/09	12/10	12/11	12/12
KBW 50 (KRX)	\$ 100.00	\$ 81.43	\$ 63.45	\$ 76.40	\$ 72.45	\$ 82.17
Valley	\$ 100.00	\$ 116.43	\$ 90.74	\$ 101.55	\$ 97.49	\$ 81.87

The above shows how Valley's total shareholder returns over the last four out of five years were favorable compared to its peer group while the Committee recognizes that 2012 did not compare favorably to its peer group. The Committee recognizes that management cannot control Valley's stock price but also recognizes that stock price relates to financial performance and market expectations about that performance. Notwithstanding this performance and as discussed above, the Committee, in setting NEO compensation, has taken other factors into account. The Committee believes that the NEOs successfully implemented several new programs, including the mortgage refinance program, and were instrumental in completing the acquisition of State Bank and integrating the acquisition into Valley. The Committee has taken into consideration the fact that Valley's stock continues to trade at a multiple of tangible book value that is high relative to its peers. Accordingly, the Committee believes that its NEOs' total direct compensation is appropriate based on Valley's relative financial performance.

**SAY-ON-PAY VOTE AND SAY-ON-PAY FREQUENCY**

**SHAREHOLDER SAY-ON-PAY VOTES.** We asked our shareholders for an advisory vote to approve our NEO compensation program at our Annual Meetings of Shareholders in 2010, 2011 and 2012. Holders of 90.38%, 92.47% and 92.67% of shares voted to approve our NEO compensation program in 2010, 2011 and 2012, respectively. Though non-binding, we have taken these voting results into account and determined to continue our present compensation policies in view of this strong support from our shareholders.

**SHAREHOLDER SAY-ON-PAY VOTE FREQUENCY.** At the 2011 Annual Meeting of Shareholders, we also asked our shareholders to approve the frequency of the Say-on-Pay vote just described. At such meeting an annual Say-on-Pay vote option was selected by holders of a plurality of shares voted. Though non-binding, we took these voting results into account, and accordingly the Company will continue to hold an annual advisory vote on executive compensation, at least until the next required Say-on-Pay Frequency vote, which will be at the Annual Meeting of Shareholders in 2017.

**INCOME TAX CONSIDERATIONS**

Our federal income tax deduction for non-performance based compensation paid to each of our NEOs is limited by Section 162(m)(1) of the Internal Revenue Code (IRC) to \$1 million annually. Compensation paid to any of them exceeding \$1 million is non-deductible for federal income tax purposes unless performance-based, meaning based on the executive's achieving pre-established objective performance goals and paid under a plan pre-approved by our shareholders. At our annual shareholders meeting in 2010, the EIP was adopted, which allows the Committee to grant cash incentive compensation, stock options and restricted stock awards pursuant to that plan are intended to comply with the restrictions of Section 162(m). However, the Compensation Committee retains the authority to authorize payments that may not be intended to qualify as exempt performance-based compensation. While a small portion of Mr. Lipkin's salary is not deductible, we believe that all 2012 EIP awards are deductible for federal income tax purposes.

**Table of Contents****COMPENSATION COMMITTEE REPORT AND CERTIFICATION**

The Compensation and Human Resources Committee (the Committee) has reviewed and discussed the following Compensation Discussion and Analysis with management and, based on that review and those discussions, it has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Gerald Korde, Committee Chairman

Eric P. Edelstein, Vice Chairman

Andrew B. Abramson

Michael LaRusso

Barnett Rukin

Suresh L. Sani

**COMPENSATION PLANS**

The following table sets forth information as of December 31, 2012 with respect to equity compensation plans under which shares of our common stock may be issued.

**EQUITY COMPENSATION PLAN INFORMATION**

<b>Plan Category</b>	<b>Number of shares to be issued upon exercise of outstanding options*</b>	<b>Weighted- average exercise price on outstanding options</b>	<b>Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)</b>
Equity compensation plans approved by security holders	2,859,504	\$ 17.43	5,483,051
Equity compensation plans not approved by security holders	0	0	0
<b>Total</b>	<b>2,859,504</b>		<b>5,483,051</b>

\* Includes 320,956 stock options assumed by Valley under the State Bancorp, Inc. Stock Option Plan (2002), restated as the State Bancorp, Inc. 2006 Equity Compensation Plan, and the Employment Agreement between State Bancorp, Inc., State Bank of Long Island and Thomas M. O'Brien in connection with the Agreement and Plan of Merger, dated as of April 28, 2011, by and between Valley and State Bancorp, Inc.

**Table of Contents****SUMMARY COMPENSATION TABLE**

The following table summarizes all compensation in 2012, 2011 and 2010 by the five most highly paid NEOs for services performed in all capacities for Valley and its subsidiaries.

Name and Principal Position	Year	Salary	Stock Awards (1)	Option Awards (1)	Non-Equity Incentive Plan Compen- sation (2)	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (3)	All Other Compen- sation (4)	Total
Gerald H. Lipkin Chairman of the Board,	2012	\$ 1,123,500	\$ 1,000,000	\$ 0	\$ 562,000	\$ 201,536	68,648	\$ 2,955,684
	2011	1,123,500	1,000,000	0	410,000	478,112	48,054	3,059,666
President and CEO	2010	1,077,000	420,000	105,000	630,000	153,139	50,429	2,435,568
Alan D. Eskow Director, Senior EVP, CFO and Corporate Secretary	2012	545,750	382,000	0	191,000	373,348	50,802	1,542,900
	2011	545,750	390,000	0	114,890	331,890	42,471	1,425,001
	2010	519,000	202,000	50,500	176,750	109,196	39,484	1,096,930
Peter Crocitto Director, Senior EVP, and COO	2012	545,750	382,000	0	191,000	879,321	41,981	2,040,052
	2011	545,750	390,000	0	114,890	866,210	32,897	1,949,747
	2010	519,000	202,000	50,500	176,750	280,151	26,356	1,254,757
Albert L. Engel EVP	2012	440,000	250,000	0	125,000	249,947	35,377	1,100,324
	2011	440,000	200,000	0	87,750	250,578	35,442	1,013,770
	2010	438,000	119,000	29,750	135,000	101,883	30,959	854,592
Robert M. Meyer EVP	2012	465,000	200,000	0	100,000	152,391	39,457	956,848
	2011	465,000	200,000	0	87,750	199,552	37,182	989,484
	2010	464,000	126,000	31,500	135,000	131,664	27,297	915,461

(1) Stock awards are restricted stock and option awards are incentive stock options. Stock awards reported in 2012 reflect the grant date fair value of the restricted stock awards granted by the Compensation Committee based on 2012 results under the EIP, which permits the Compensation Committee to determine to pay earned awards, in whole or in part, in the form of grants of stock-based awards under the Long-Term Stock Incentive Plan. Restrictions on restricted stock awards lapse at the rate of 33% per year.

(2) Non-Equity awards earned for the year ended 2012 were, or will be distributed as follows: 50% of the non-equity award in February 2013 and the remaining balance will be paid in eight equal quarterly installments, beginning April 2013 to January 2015. Non-Equity awards earned for the year ended 2011 were, or will be distributed as follows: 50% of the non-equity award in February 2012 and the remaining balance will be paid in eight equal quarterly installments, beginning April 2012 to January 2014. Non-Equity awards earned for the year ended 2010 were distributed as follows: 50% of the non-equity award in February 2011 and the remaining balance were paid in eight equal quarterly installments, beginning April 2011 to January 2013.

(3) Represents the change in the present value of pension benefits year to year, taking into account the age of each NEO, a present value factor, and interest discount factor and their remaining time until retirement. On an aggregate basis, 27% of the increase in pension value and non-qualified deferred compensation earnings for the NEOs was due to additional benefits earned during the year and passage of time, 49% resulted from the decrease in discount rate (4.865% to 4.26%) and a change in the mortality table used, and 24% resulted from a change in plan definition.

(4) All other compensation includes perquisites and other personal benefits paid in 2012 including automobile, accrued dividends on nonvested restricted stock, 401K contribution payments by Valley and group term life insurance (see table below).

**Table of Contents****All Other Compensation (shown above) for 2012**

<b>Name</b>	<b>Auto <sup>(1)</sup></b>	<b>Accrued Dividends &amp; Interest Earned on Nonvested Stock Awards <sup>(2)</sup></b>	<b>401(k) <sup>(3)</sup></b>	<b>GTL <sup>(4)</sup></b>	<b>Other</b>	<b>Total</b>
Gerald H. Lipkin	\$ 10,304	\$ 53,344	\$ 5,000	\$ 0	\$ 0	\$ 68,648
Alan D. Eskow	16,617	21,661	5,000	7,524	0	50,802
Peter Crocitto	10,417	21,661	5,000	4,903	0	41,981
Albert L. Engel	11,804	11,999	5,000	6,574	0	35,377
Robert M. Meyer	8,800	12,245	5,000	13,412	0	39,457

<sup>(1)</sup> Auto represents the portion of personal use of a company-owned vehicle by the NEO during 2012.

<sup>(2)</sup> Accrued dividends and interest on non-vested restricted stock awards until such time as the vesting takes place.

<sup>(3)</sup> The company provides up to a 2% match for the defined contribution 401(k) Plan to the NEO and all other full time employees in the plan.

<sup>(4)</sup> GTL or Group Term Life Insurance represents the cost to the Company of life insurance benefits equal to two times salary. This benefit is provided to all full time employees.

**Table of Contents****2012 GRANTS OF PLAN-BASED AWARDS**

The following table represents the grants of awards to the NEO in 2012 under the Executive Incentive Plan and Long-Term Stock Incentive Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$) <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards (#) <sup>(1)</sup>			Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold	Target	Maximum	Threshold	Target	Maximum	
Gerald H. Lipkin	1/31/2013	\$ 0	\$ 561,750	\$ 1,123,500		102,249		\$ 1,000,000
Alan D. Eskow	1/31/2013	0	191,013	382,025		39,059		382,000
Peter Crocitto	1/31/2013	0	191,013	382,025		39,059		382,000
Albert L. Engel	1/31/2013	0	110,000	220,000		25,562		250,000
Robert M. Meyer	1/31/2013	0	116,250	232,500		20,450		200,000

<sup>(1)</sup> As discussed in the Compensation Discussion and Analysis under the heading "EIP Awards", on January 31, 2013 and in accordance with our EIP, the Compensation Committee established a bonus pool equal to 5% of our net income before income taxes during fiscal year 2012 (the 2012 EIP bonus pool) and assigned a percentage share of the 2012 EIP bonus pool to each of our NEOs. The EIP permits the Compensation Committee to determine to pay earned awards, in whole or in part, in the form of cash or equity awards granted under the Long-Term Stock Incentive Plan. For 2012, the Compensation Committee determined that any cash awards that may be earned under the 2012 EIP bonus pool would be limited to a pre-established range set as a percentage of the particular NEO's base salary. Each NEO could earn between 0% to 200% of his target cash award. See table ("Cash Award Targets and Actual Cash Awards") above for information regarding each NEO's share of the 2012 EIP bonus pool and the salary amount used to determine the range of his potential cash awards under the 2012 EIP bonus pool. After certifying the results under the 2012 EIP bonus pool, the Compensation Committee awarded each NEO the cash amount reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table for 2012. As discussed in the Compensation Discussion and Analysis under "Long-Term Stock Incentive Plan Awards", the Compensation Committee also determined to grant each NEO an award of restricted stock out of the balance of each NEO's portion of the 2012 EIP bonus pool that remained available for grant following the cash awards.

Restrictions on restricted stock awards lapse at the rate of 33% per year commencing with the first anniversary of the date of grant. Dividends are credited on restricted stock at the same time and in the same amount as dividends paid to all other common shareholders. Credited dividends are accumulated and paid upon vesting, and are subject to the same restrictions as the underlying restricted stock. These awards are made pursuant to the Valley National Bancorp 2009 Long-Term Stock Incentive Plan. Upon a change-in-control, as defined in that plan, all restrictions on shares of restricted stock will lapse. See the discussion of the Long-Term Stock Incentive Plan Awards under "Compensation Details" and "Performance-Based Compensation Elements" in the CD&A section above.

The per share grant date fair market values under ASC Topic 718 of each share of restricted stock awarded on January 31, 2013, was \$9.78.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table represents stock options and restricted stock awards outstanding for each NEO as of December 31, 2012. All stock options and restricted stock awards have been adjusted for stock dividends and stock splits.

Name	Grant Date	Option Awards <sup>(1)</sup>				Stock Awards <sup>(2)</sup>	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested* (\$)
Gerald H. Lipkin	1/31/2013					102,249	\$ 1,000,000
	2/7/2012					85,227	792,611
	11/15/2010	29,045	14,970	\$ 11.91	11/15/2020	11,990	111,507
	2/12/2008	35,736	8,935	14.65	2/12/2018	6,005	55,847
	2/13/2007	46,904	0	19.36	2/13/2017		
	2/15/2006	35,178	0	17.23	2/15/2016		
	2/8/2005	29,551	0	18.13	2/8/2015		
	2/26/2004	31,026	0	18.10	2/26/2014		
	3/1/2003	11,401	0	15.74	3/1/2013		
Total awards (#)		218,841	23,905			205,471	\$ 1,959,965
Market value of in-the-money options (\$) <sup>(3)</sup>		0	0				
Alan D. Eskow	1/31/2013					39,059	382,000
	2/7/2012					33,239	309,123
	11/15/2010	12,941	8,229	11.91		5,767	53,633
	2/12/2008	16,847	4,212	14.65	2/12/2018	2,458	22,859
	11/13/2006	22,112	0	19.19	11/13/2016		
	11/14/2005	20,401	0	17.54	11/14/2015		
	11/16/2004	17,732	0	18.93	11/16/2014		
	11/17/2003	18,615	0	18.85	11/17/2013		
Total awards (#)		108,648	12,441			80,523	\$ 767,615
Market value of in-the-money options (\$) <sup>(3)</sup>		0	0				
Peter Crocitto	1/31/2013					39,059	382,000
	2/7/2012					33,239	309,123
	11/15/2010	12,941	8,229	11.91		5,767	53,633
	2/12/2008	16,847	4,212	14.65	2/12/2018	2,458	22,859
	11/13/2006	22,112	0	19.19	11/13/2016		
	11/14/2005	20,401	0	17.54	11/14/2015		
	11/16/2004	17,732	0	18.93	11/16/2014		
	11/17/2003	18,615	0	18.85	11/17/2013		
Total awards (#)		108,648	12,441		11/18/2012	80,523	\$ 767,615
Market value of in-the-money options (\$) <sup>(3)</sup>		0	0				
Albert L. Engel	1/31/2013					25,562	250,000
	2/7/2012					17,046	158,528
	11/15/2010	7,200	5,271	11.91	11/15/2020	3,397	31,592
	2/12/2008	16,847	4,212	14.65	2/12/2018	2,185	20,320
	11/13/2006	22,112	0	19.19	11/13/2016		
	11/14/2005	20,404	0	17.54	11/14/2015		
	11/16/2004	14,773	0	18.93	11/16/2014		
	11/17/2003	10,858	0	18.85	11/17/2013		
Total awards (#)		92,194	9,483			48,190	\$ 460,440
Market value of in-the-money options (\$) <sup>(3)</sup>		0	0				

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Robert M. Meyer	1/31/2013					20,450	200,000
	2/7/2012					17,046	158,528
	11/15/2010	7,684	5,520	11.91	11/15/2020	3,597	33,452
	2/12/2008	16,847	4,212	14.65	2/12/2018	2,361	21,957
	11/13/2006	22,112	0	19.19	11/13/2016		
	11/14/2005	20,401	0	17.54	11/14/2015		
	11/16/2004	17,732	0	18.93	11/17/2014		
	11/17/2003	18,615	0	18.85	11/17/2013		
Total awards (#)		103,391	9,732			43,454	\$ 413,937
Market value of in-the-money options (\$)*		0	0				

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- (1) The stock option awards become exercisable at the rate of 33% per year, commencing with the first anniversary of the date of grant for 2010 grants and 20% per year, commencing with the first anniversary of the date of grant for 2008 grants. These awards are made pursuant to the Valley National Bancorp Long-Term Stock Incentive Plans; and will accelerate in the event of retirement (as defined), death or a change-in-control, as defined under the Plans.
- (2) Restrictions on restricted stock awards lapse at the rate of 33% per year, for 2010 to 2013 awards, and 20% per year for 2008 awards, commencing with the first anniversary of the date of grant. Dividends are credited on restricted stock at the same time and in the same amount as dividends paid to all other common shareholders. Credited dividends are accumulated and paid upon vesting, and are subject to the same restrictions as the underlying restricted stock. The 2013 awards represent the restricted stock granted out of the 2012 EIP bonus pool.
- (3) At market value of \$9.30 as of December 31, 2012.

**2012 OPTION EXERCISES AND STOCK VESTED**

The following table shows the restricted stock that vested by NEOs in 2012 and the value realized upon vesting.

Name	Stock Awards	
	Number of Shares Acquired Upon Vesting	Value Realized on Vesting (\$)(* )
Gerald H. Lipkin	31,849	308,265
Alan D. Eskow	13,655	132,821
Peter Crocitto	13,655	132,821
Albert L. Engel	7,719	73,962
Robert M. Meyer	8,094	77,737

\* The value realized on vesting of restricted stock awards represents the aggregate dollar amount realized upon vesting by multiplying the number of vested shares of restricted stock that vested by fair market value of the underlying shares on the vesting date.

**2012 PENSION BENEFITS**

**PENSION PLAN.** Valley maintains a non-contributory, defined benefit pension plan for all eligible employees. The annual retirement benefit under the pension plan is (i) 0.85% of the employee's average final compensation up to the employee's average social security wage base plus (ii) 1.15% of the employee's average final compensation in excess of the employee's average social security wage base, (iii) multiplied by the years of credited service (to a maximum of 35 years). Employees who were participants in the pension plan on December 31, 1988 are entitled to the higher of the foregoing or their accrued benefit as of December 31, 1988 under the terms of the plan then in effect. An employee's average final compensation is the employee's highest consecutive five-year average of the employee's annual salary (excluding non-equity compensation, overtime pay and other special pay), i.e., the amount listed as Salary in the Summary Compensation Table, subject to each year's annual compensation limit, currently \$250,000 for 2012.

**BENEFIT EQUALIZATION PLAN.** Effective January 1, 1989, Valley adopted a Benefit Equalization Plan (BEP) which provides retirement benefits in excess of the amounts payable from the pension plan for certain highly compensated officers. Benefits are determined as follows: (i) the benefit calculated under Valley pension plan formula in effect prior to January 1, 1989 and without regard to the limits on recognized compensation and maximum benefits payable from a qualified defined benefit plan, minus (ii) the individual's pension plan benefit. In general, officers of Valley who are members of the pension plan and who receive annual compensation in excess of the compensation limits under the qualified plan are eligible to participate in the BEP. The



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Compensation and Human Resources Committee of the Board of Directors has the authority to determine, in its discretion, which eligible officers will participate in the BEP. Effective January 1, 1989, Mr. Lipkin became a participant in the BEP; effective January 1, 1996, Mr. Crocitto became a participant in the BEP; effective January 1, 2001, Mr. Eskow and Mr. Meyer became participants in the BEP. Effective December 13, 2004, Mr. Engel became a participant in the BEP. Four other non-NEO senior executive officers presently participate in the BEP.

The following table shows each pension plan that the NEO participates in, the number of years of credited service and the present value of accumulated benefits.

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefits (\$)
Gerald H. Lipkin	VNB Pension Plan	35	\$ 999,918
	VNB Benefit Equalization Plan	36	6,617,397
Alan D. Eskow	VNB Pension Plan	21	701,667
	VNB Benefit Equalization Plan	21	1,361,177
Peter Crocitto	VNB Pension Plan	31	1,237,552
	VNB Benefit Equalization Plan	36	3,112,404
Albert L. Engel	VNB Pension Plan	15	486,283
	VNB Benefit Equalization Plan	15	698,196
Robert M. Meyer	VNB Pension Plan	15	466,304
	VNB Benefit Equalization Plan	17	864,131

Present values of the accumulated benefits under the BEP and Pension Plan were determined as of January 1, 2013 based upon the accrued benefits under each plan as of December 31, 2012 and valued in accordance with the following principal actuarial assumptions:

(i) post-retirement mortality in accordance with the RP-2000 combined mortality table projected to 2022 ( RP-2000 P2022 ), (ii) interest at an annual effective rate of 4.26% compounded annually, (iii) retirement at the earliest age (subject to a minimum age of 55 and a maximum age equal to the greater of 65 and the participant's age on January 1, 2013) at which unreduced benefits would be payable assuming continuation of employment and (iv) payment in the form of a single life annuity (except for Mr. Lipkin whose benefits are payable in the form of a joint and two-thirds survivor annuity).

**GERALD H. LIPKIN.** Pursuant to an agreement dated August 15, 2006, a minimum retirement benefit of \$600,000 per year will be provided to Mr. Lipkin, so long as he survives, in the form of a joint and two-thirds survivor annuity which would pay his wife \$400,000 per year in the event of Mr. Lipkin's death; the agreement was amended, most recently in February 2011, to provide that, should Mr. Lipkin not survive past the 10 years after retirement and should his spouse survive him, she will be entitled to receive thereafter, so long as she survives, \$600,000 per year through the tenth anniversary of his retirement and \$400,000 per year thereafter; and, if neither Mr. Lipkin nor his spouse survives until the 10 year anniversary of his retirement, the estate of the last-surviving one of them shall be entitled to receive a lump-sum payment equal to \$600,000 multiplied by the number of years (including fractional years) from the last survivor's death to and including the 10 year anniversary of Mr. Lipkin's retirement. In case of the simultaneous death of Mr. Lipkin and his wife, the provision of his will relative to that contingency shall determine which spouse is deemed to survive the other. The agreement was further amended in February 2013 to specify the manner in which Mr. Lipkin's guaranteed annuity payments specified above are to be actuarially converted into a lump sum in the event of a change in control. Mr. Lipkin elected to take his BEP benefits as a lump sum in the event of a change in control and is the only NEO to have made that election. Under the BEP, the lump sum is to be calculated using the lesser of 6% or the applicable interest rate under the Pension Plan. Under the amendment the actuarial assumptions used to convert the guaranteed annuity benefit specified above are more fully defined and instead of the BEP assumption on interest rates the amendment uses the lesser of 6% or the Pension Benefit Guaranty Corporation immediate

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interest rate used to determine lump sum payments for the calendar month immediately preceding the month the lump sum payments is made. Assuming the current interest rate environment, the amendment increased the lump sum benefit payable upon a change in control from what it would have been using the BEP formula.

Except as contained in the description of the plan formulas above, the benefits listed in the tables are not subject to any deduction for social security or other offset amounts.

The present value of accumulated benefits shown above for Mr. Lipkin, who is retirement eligible, is based upon annual annuity amounts from the Pension Plan and BEP of \$81,973 and \$525,235, respectively, payable as joint and 66-2/3% survivor annuities and assuming immediate commencement of payments due to Mr. Lipkin's attainment of normal retirement age.

**ALAN D. ESKOW.** The present value of accumulated benefits shown above for Mr. Eskow is based upon annual annuity amounts from the Pension Plan and BEP of \$54,294 and \$105,326; respectively, payable as single life annuities. Mr. Eskow is currently eligible for early retirement with unreduced benefits.

**PETER CROCITTO.** The present value of accumulated benefits shown above for Mr. Crocitto is based upon annual annuity amounts from the Pension Plan and BEP of \$78,232 and \$196,751, respectively, payable as single life annuities. Mr. Crocitto is currently eligible for early retirement with unreduced benefits.

**ALBERT L. ENGEL.** The present value of accumulated benefits shown above for Mr. Engel is based upon annual annuity amounts from the Pension Plan and BEP of \$38,781 and \$55,681, respectively, payable as single life annuities. Mr. Engel is currently eligible for early retirement with reduced benefits, and assuming continuation of employment, will be eligible for unreduced benefits on July 1, 2013.

**ROBERT M. MEYER.** The present value of accumulated benefits shown above for Mr. Meyer, who is retirement eligible, is based upon annual annuity amounts from the Pension Plan and BEP of \$39,012 and \$72,295, respectively, payable as single life annuities and assuming immediate commencement of payments due to Mr. Meyer's attainment of normal retirement age.

**EARLY RETIREMENT BENEFITS.** A NEO's accrued benefits under the Bank's Pension Plan and BEP are payable at age 65, the individual's normal retirement age. If an executive terminates employment after both attainment of age 55 and completion of 10 years of service, he is eligible for early retirement. Upon early retirement, an executive may elect to receive his accrued benefit unreduced at age 65 or, alternatively, to receive a reduced benefit commencing on the first day of any month following termination of employment and prior to age 65. The amount of reduction is 0.5% for each of the first 60 months and 0.25% for each of the next 60 months that benefits commence prior to the executive's normal retirement date (resulting in a 45% reduction at age 55, the earliest retirement age under the plans). However, there is no reduction for early retirement prior to the normal retirement date if the sum of the executive's age and years of credited service at the benefit commencement date equals or exceeds 80. NEOs who are currently eligible for early retirement are Messrs. Eskow, Crocitto and Engel.

**OTHER POTENTIAL POST-EMPLOYMENT PAYMENTS**

**EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE-IN-CONTROL ARRANGEMENTS.** Valley and the Bank entered into an amended severance agreements and change-in-control agreements, each dated as of January 22, 2008, with the NEOs. The following discussion describes the agreements in place as of December 31, 2012, which form the basis of the tabular presentation that follows.

**SEVERANCE AGREEMENT PROVISIONS.** In the event of termination of employment without cause, the severance agreements with the NEOs provide for a lump sum payment equal to twelve months of base salary as in effect on the date of termination, plus a fraction of the NEO's most recent annual Executive Incentive Plan award. That

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fraction is equal to (a) the number of months which have elapsed in the current calendar year divided by (b) 12. For the purpose of the severance agreements, **cause** means willful and continued failure to perform employment duties after written notice specifying the failure, willful misconduct causing material injury to us that continues after written notice specifying the misconduct, and a criminal conviction (other than a traffic violation), drug abuse or, after a written warning, alcohol abuse or excessive absence for reasons other than illness, except in the case of Mr. Lipkin, whose severance agreement defines **cause** as gross misconduct in connection with our business or otherwise. None of the NEOs would receive severance (the salary component or the non-equity incentive award component) as a result of his death, retirement, resignation or termination of employment with cause, except in the case of Mr. Lipkin, as discussed under **Pension Benefits** above. No lump sum severance payment is made under the severance agreements if the NEO receives severance under a change-in-control agreement (described below).

Mr. Lipkin's severance agreement contains the provision, discussed under **Pension Benefits** above, for a minimum retirement annuity benefit under our tax qualified pension plan and the BEP and a formula to calculate the actuarially equivalent lump sum payment which Mr. Lipkin elected to receive under the BEP following a change in control.

Also, under the severance agreements with the NEOs, we provide the NEOs with a lump sum cash payment in place of medical benefits. The payment is 125% of total monthly premium payments under COBRA reduced by the amount of the employee contribution normally made for the health-related benefits they were receiving at termination of employment, multiplied by 36. COBRA provides temporary continuation of health coverage at group rates after termination of employment. Except in the case of Mr. Lipkin, this cash payment is due upon the termination of the NEO (i) by the Bank other than for cause, or (ii) upon his death or disability, for Mr. Lipkin, the cash payment in place of benefits is due upon his termination of employment for any reason.

Under the severance agreements with the NEOs, we also provide the NEOs with a lump sum life insurance benefit equal to 125% of our share of the premium for three years of coverage, based on the coverage and rates in effect on the date of termination.

Each NEO is required to keep confidential all confidential information that he obtained in the course of his employment with us. The NEOs are also restricted from competing with us during the term of his employment with us and for one year after termination of his employment with us, except in the case of Mr. Lipkin, who is restricted from competing with us during the term of his employment with us and for two years after termination of his employment with us.

**CHANGE-IN-CONTROL (CIC) AGREEMENT PROVISIONS.** If a NEO is terminated without cause or resigns for good reason following a CIC during the contract period (which is defined as the period beginning on the day prior to the CIC and ending on the earlier of (1) the third anniversary of the CIC or (2) the NEO's death), the NEO would receive three times the highest annual salary and non-equity incentive received in the three years prior to the change-in-control. The NEOs would also receive medical and life insurance identical to the benefits described above under **Severance Agreement Provisions**.

Payments under the CIC Agreements are triggered by a **change-in-control** followed by another triggering event. The events defined in the agreements as changes of control are:

Outsider stock accumulation. We learn, or one of our subsidiaries learns, that a person or business entity has acquired 25% or more of Valley's common stock, and that person or entity is neither our **affiliate** (meaning someone who is controlled by, or under common control with, Valley) nor one of our employee benefit plans;

Outsider tender/exchange offer. The first purchase of our common stock is made under a tender offer or exchange offer by a person or entity that is neither our **affiliate** nor one of our employee benefit plans;

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Outsider subsidiary stock accumulation. The sale of our common stock to a person or entity that is neither our affiliate nor one of our employee benefit plans that results in the person or entity owning more than 50% of the Bank's common stock;

Business combination transaction. We complete a merger or consolidation with another company, or we become another company's subsidiary (meaning that the other company owns at least 50% of our common stock), unless, after the happening of either event, 60% or more of the directors of the merged company, or of our new parent company, are people who were serving as our directors on the day before the first public announcement about the event;

Asset sale. We sell or otherwise dispose of all or substantially all of our assets or the Bank's assets;

Dissolution/Liquidation. We adopt a plan of dissolution or liquidation; and

Board turnover. We experience a substantial and rapid turnover in the membership of our Board of Directors. This means changes in board membership occurring within any period of two consecutive years that result in 40% or more of our board members not being continuing directors. A continuing director is a board member who was serving as a director at the beginning of the two-year period, or one who was nominated or elected by the vote of at least 2/3 of the continuing directors who were serving at the time of his/her nomination or election.

The second triggering event is the NEO leaving our employment under the following two conditions: First, the NEO must have left before the end of the contract period which, under the CIC Agreement, begins the day before the change-in-control and continues through the third anniversary of the change-in-control. Second, the NEO must have left either because we (or any successor) terminated him without cause, or he voluntarily quit for good reason.

Cause for termination of an NEO's employment under the CIC Agreements means his failure to perform employment duties, misconduct in office, a criminal conviction, drug or alcohol abuse or excessive absence. Good reason for a NEO's voluntary termination of employment under the CIC Agreements means any of the following actions by us or our successor:

We change the NEO's employment duties to include duties not in keeping with his position within Valley or the Bank prior to the change-in-control;

We demote the NEO or reduce his authority;

We reduce the NEO's annual base compensation;

We terminate the NEO's participation in any non-equity incentive plan in which the NEO participated before the change-in-control, or we terminate any employee benefit plan in which the NEO participated before the change-in-control without providing another plan that confers benefits similar to the terminated plan;

We relocate the NEO to a new employment location that is outside of New Jersey or more than 25 miles away from his former location;

We fail to get the person or entity who took control of Valley to assume our obligations under the NEO's CIC Agreement; and

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We terminate the NEO's employment before the end of the contract period, without complying with all the provisions in the NEO's CIC Agreement.

**PARACHUTE PAYMENT REIMBURSEMENT.** All NEOs are entitled to a Parachute Penalty tax gross-up payment in the case that certain payments resulting from a termination following a change-in-control exceed the threshold limit set forth in Section 280G of the Internal Revenue Code.

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**PENSION PLAN PAYMENTS.** The present value of the benefits to be paid to each NEO following termination of employment over his estimated lifetime is set forth in the table below. All NEOs receive three years additional service under the BEP upon termination as a result of a change-in-control due to dismissal without cause or resignation for good reason. Present values of the BEP and pension plan were determined as of January 1, 2013 based on post-retirement mortality in accordance with the RP-2000 combined mortality table projected to 2022 and interest at an annual effective rate of 4.26% compounded annually for the pension plan and 2.89% compounded annually for the BEP.

**EQUITY AWARD ACCELERATION.** In the event of a change-in-control or termination of employment as a result of death, all restrictions on an NEO's equity awards will immediately lapse. In the case of retirement, all restrictions will lapse except for awards under the 2009 LTSIP, for which a minimum of 50% of any accelerated equity award must be retained by the NEO for a period of 18 months. Upon termination of employment for any other reason, NEOs will forfeit all shares whose restrictions have not lapsed.

**SEVERANCE BENEFITS TABLE.** The table set forth below illustrates the severance amounts and benefits that would be paid to each of the NEOs, if he had terminated employment with the Bank on December 31, 2012, the last business day of the most recently completed fiscal year, under each of the following retirement or termination circumstances: (i) death; (ii) dismissal for cause; (iii) retirement or resignation; (iv) dismissal without cause; and (v) dismissal without cause or resignation for good reason following a change-in-control of Valley on December 31, 2012. These payments are considered estimates as of specific dates as they contain some assumptions regarding stock, price, life expectancy, salary and non-incentive compensation amounts and income tax rates and laws.

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<b>Executive Benefits and Payments</b>		<b>Death</b>	<b>Dismissal for Cause</b>	<b>Retirement or Resignation</b>	<b>Dismissal Without Cause</b>	<b>Dismissal without Cause or Resignation for Good Reason (Following a Change-in- Control)</b>
<b>Upon Termination</b>						
<b>Mr. Lipkin</b>						
Amounts payable in full on indicated date of termination:						
Severance Salary component*		\$ 1,123,500	\$ 0	\$ 0	\$ 1,123,500	\$ 3,231,000
Severance Non-equity incentive*		0	0	0	0	1,890,000
Restricted stock awards**		959,965	0	959,965	0	959,965
Stock options		0	0	0	0	0
Welfare benefits continuation		26,546	26,546	26,546	26,546	26,085
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	3,074,138
<b>Sub Total</b>		<b>2,110,011</b>	<b>26,546</b>	<b>986,511</b>	<b>1,150,046</b>	<b>9,181,188</b>
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		7,429,427	7,429,427	7,429,427	7,429,427	8,907,628
Pension plan		1,123,429	1,123,429	1,123,429	1,123,429	1,123,429
<b>Total</b>		<b>\$ 10,662,867</b>	<b>\$ 8,579,402</b>	<b>\$ 9,539,367</b>	<b>\$ 9,702,902</b>	<b>\$ 19,212,245</b>
<b>Mr. Eskow</b>						
Amounts payable in full on indicated date of termination:						
Severance Salary component		\$ 0	\$ 0	\$ 0	\$ 545,750	\$ 1,637,250
Severance Non-equity incentive		0	0	0	0	573,000
Restricted stock awards**		385,615	0	385,615	0	385,615
Stock options		0	0	0	0	0
Welfare benefits continuation		21,782	0	0	21,782	21,782
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	1,140,223
<b>Sub Total</b>		<b>407,397</b>	<b>0</b>	<b>385,615</b>	<b>567,532</b>	<b>3,757,870</b>
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		1,546,585	1,546,585	1,546,585	1,546,585	1,881,405
Pension plan		797,242	797,242	797,242	797,242	797,242
<b>Total</b>		<b>\$ 2,751,224</b>	<b>\$ 2,343,827</b>	<b>\$ 2,729,442</b>	<b>\$ 2,911,359</b>	<b>\$ 6,436,517</b>
<b>Mr. Crocitto</b>						
Amounts payable in full on indicated date of termination:						
Severance Salary component		\$ 0	\$ 0	\$ 0	\$ 545,750	\$ 1,637,250
Severance Non-equity incentive		0	0	0	0	573,000
Restricted stock awards**		385,615	0	385,615	0	385,615
Stock options		0	0	0	0	0
Welfare benefits continuation		49,283	0	0	49,283	49,283
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	1,203,334
<b>Sub Total</b>		<b>434,898</b>	<b>0</b>	<b>0</b>	<b>595,033</b>	<b>3,848,481</b>
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		3,656,144	3,656,144	3,656,144	3,656,144	4,081,982

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Pension plan	1,453,753	1,453,753	1,453,753	1,453,753	1,453,753
Total	\$ 5,544,795	\$ 5,109,897	\$ 5,109,897	\$ 5,704,930	\$ 9,384,216



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Executive Benefits and Payments		Death	Dismissal for Cause	Retirement or Resignation	Dismissal Without Cause	Dismissal Without Cause or Resignation for Good Reason (Following a Change-in- Control)
<b>Mr. Engel</b>						
Amounts payable in full on indicated date of termination:						
Severance Salary component	\$ 0	\$ 0	\$ 0	\$ 440,000	\$ 1,314,000	
Severance Non-equity incentive	0	0	0	0	405,000	
Restricted stock awards	210,440	0	0	0	210,440	
Stock options	0	0	0	0	0	
Welfare benefits continuation	31,620	0	0	31,620	31,620	
Parachute Penalty Tax gross-up	N/A	N/A	N/A	N/A	916,076	
<b>Sub Total</b>	<b>242,060</b>	<b>0</b>	<b>0</b>	<b>471,620</b>	<b>2,877,136</b>	
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan	776,738	776,738	776,738	776,738	1,100,813	
Pension plan	540,981	540,981	540,981	540,981	540,981	
<b>Total</b>	<b>\$ 1,559,779</b>	<b>\$ 1,317,719</b>	<b>\$ 1,317,719</b>	<b>\$ 1,789,339</b>	<b>\$ 4,518,930</b>	
<b>Mr. Meyer</b>						
Amounts payable in full on indicated date of termination:						
Severance Salary component	\$ 0	\$ 0	\$ 0	\$ 465,000	\$ 1,392,000	
Severance Non-equity incentive	0	0	0	0	405,000	
Restricted stock awards**	213,937	0	213,937	0	213,937	
Stock options	0	0	0	0	0	
Welfare benefits continuation	20,287	0	0	20,287	20,287	
Parachute Penalty Tax gross-up	NA	NA	NA	NA	863,775	
<b>Sub Total</b>	<b>233,572</b>	<b>0</b>	<b>213,285</b>	<b>485,287</b>	<b>2,826,774</b>	
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan	971,681	971,681	971,681	971,681	1,235,680	
Pension plan	524,341	524,341	524,341	524,341	524,341	
<b>Total</b>	<b>\$ 1,729,594</b>	<b>\$ 1,496,022</b>	<b>\$ 1,709,307</b>	<b>\$ 1,981,309</b>	<b>\$ 4,586,795</b>	

N/A Not applicable (a parachute penalty tax gross up is payable only upon a CIC).

\* Upon death, 12 months salary, offset by qualified and non-qualified retirement benefits payable in 12 months following death.

\*\* Except in the case of Mr. Engel, amounts shown as restricted stock awards are fully vested under the retirement eligibility provisions of the 2009 Long-Term Stock Incentive Plan, and accelerated vesting would not be triggered by a CIC. These amounts are being shown because the hypothetical CIC scenario required under SEC regulations would trigger the termination resulting in the executive being able to monetize the values.

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**COMPENSATION COMMITTEE INTERLOCKS AND  
INSIDER PARTICIPATION**

The members of the Compensation and Human Resources Committee are Messrs. Gerald Korde, Andrew B. Abramson, Eric P. Edelstein, Michael LaRusso, Barnett Rukin and Suresh L. Sani. Except for Mr. LaRusso, all of the other members of the Compensation and Human Resources Committee, or their affiliates, have engaged in loan transactions with the Bank, as discussed below, in Certain Transactions with Management. No other relationships required to be reported under the rules promulgated by the Securities and Exchange Commission exist with respect to members of our Compensation and Human Resources Committee.

**CERTAIN TRANSACTIONS WITH MANAGEMENT**

**POLICY AND PROCEDURES FOR REVIEW, APPROVAL OR RATIFICATION OF RELATED PERSON TRANSACTIONS.** Our related person transaction practices and policies between Valley or any of its subsidiaries and an executive officer, director or an immediate family member are currently governed by the company's Code of Conduct and Ethics (Code of Conduct). The Code of Conduct is available under our website and can be viewed at [www.valleynationalbank.com/charters](http://www.valleynationalbank.com/charters). In the ordinary course of business, directors (or their immediate family members or a business in which the director or his or her immediate family member is a partner, director, shareholder or executive officer) may provide services to Valley or to customers of the Bank. We require our directors and executive officers to complete a questionnaire, annually, to provide information specific to related party transactions.

Once we become aware of a proposed or a recurring transaction with a related party, it is referred to the CEO or CFO for consideration to determine whether the related party transaction should be allowed; whether it poses a conflict of interest; whether it should be terminated or modified. A transaction shall be consummated or shall continue only if the Audit Committee approves, or ratifies after the fact, the transaction in accordance with the guidelines set forth under the policy and if the transaction is on substantially the same terms to those that could be obtained in arm's length dealings with an unrelated third party; or the transaction is approved by the disinterested members of the Board of Directors; or, a transaction involving compensation, is approved by Valley's Compensation and Human Resources Committee. Any material related person transaction will be disclosed to the full Board of Directors.

**TRANSACTIONS.** The Bank has made loans to its directors and executive officers and their associates and, assuming continued compliance with generally applicable credit standards, it expects to continue to make such loans. All of these loans (i) were made in the ordinary course of business, (ii) were made on the same terms, including interest rates and collateral as those available to other persons not related to Valley, and (iii) did not involve more than the normal risk of collectability or present other unfavorable features.

During 2012, Valley and its customers made payments to entities with which at least one director is affiliated; except as indicated, the payments were less than 5% of the entity's gross revenue. Each of the following payments were approved by the Audit Committee and the Board during 2012, as required under our Code of Conduct.

During 2012, Valley and its customers made payments totaling \$310,681 (more than 5% of entity's gross revenue) for legal services to a law firm in which director Graham O. Jones is the sole equity partner. The \$310,681 total represented approximately 24% of gross income of Jones & Jones in 2012.

The fees paid by Valley to Jones & Jones are for loan closings or collection proceedings. There is no similarity between the legal services of Jones & Jones provided to Valley or its borrowers and the services provided by Graham O. Jones to Valley as director.

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With respect to the computation of the legal fees, those fees are substantially the same as those prevailing for other professionals with the same level of experience. With respect to loan closings, Valley sets the fees to be paid by a borrower when Jones & Jones acts as its review counsel in commercial real estate loan transactions which fees are subject to the approval of the borrower. In collection actions, this fee must be reasonable. Valley currently maintains relationships with 157 legal firms used for loan closings and loan collection efforts and Jones and Jones' fees are comparable.

During 2012, Valley made payments totaling \$90,000 (more than 5% of entity's gross revenue) for fees pursuant to a long-standing consulting agreement with MG Advisors, Inc. MG Advisors is 100% owned by Michael Guilfoile, the spouse of Mary Guilfoile. In 2012, the \$90,000 payment represented approximately 19% of its gross revenues. This income from MG Advisors is not material to the overall financial position of Mr. Guilfoile or Ms. Guilfoile.

These fees paid are considered comparable, and probably lower than other professional fees which are available to Valley. Mr. Guilfoile's 35 years of consulting and investment banking experience in the financial services sector and his knowledge of Valley through his over 26 year association with the Company is the basis for the Board's belief that it would be difficult to obtain as high a level of expertise as Mr. Guilfoile relative to the fees charged by his firm.

The fees paid by Valley to MG Advisors for the monthly service retainer of MG Advisor's President, Michael Guilfoile, who is available to all senior management and the board of directors on consulting or advisory matters to the Bank for strategic advisory matters, merger and acquisition prospective items, and other financial transactions related to the Bank's activities. Mary Guilfoile, the spouse of Mr. Guilfoile, does not provide any advice to Valley through MG Advisors. Michael Guilfoile has been an advisor to Valley since 1984 and MG Advisors commenced its relationship with Valley in 1993, its year of origin. Ms. Guilfoile joined the Valley Board in 2003 after serving in various full time positions in the financial services industry, most recently as Treasurer of JP Morgan Chase. There is no similarity between the advisory services of MG Advisors provided to Valley and the services provided by Ms. Guilfoile to Valley as director. Mr. Guilfoile does not discuss or separately share his advice concerning Valley with his spouse in any context except Valley Board meetings.

In 2001, Valley National Bank purchased \$150 million of bank-owned life insurance (BOLI) from a nationally known life insurance company after a lengthy competitive selection process and substantial negotiations over policy costs and terms. The amount of the premiums and the terms of the policies are substantially the same as those prevailing for comparable policies with insurance companies and brokers not related to Valley. During 2007, the Bank purchased \$75 million of additional BOLI from the same life insurance company. This purchase was also completed after a competitive selection process with other vendors. The son-in-law of Mr. Lipkin, is a licensed insurance broker who introduced us to the program offered by this nationally recognized life insurance company. Mr. Lipkin's son-in-law was introduced to an insurance broker for the life insurance company sometime in 2000 or 2001 by a mutual friend. The son-in-law introduced the broker to Valley National Bank and provided assistance during the BOLI proposal and selection process. Additionally, as is customary among brokers who introduce a client to another broker, Mr. Lipkin's son-in-law would receive future commissions (with a percentage dollar amount and time period for payment which are each typical for such referral services) for the life of the policy if the life insurance company was chosen.

Mr. Lipkin was not involved with the selection and the decision-making process for the BOLI purchased by Valley. The commission payments were approved by the Audit Committee of the Board each applicable calendar year.

In 2012, Mr. Lipkin's son-in-law received \$39,957 in insurance commissions relating to the Bank's BOLI purchases, pursuant to an arrangement he entered into with the insurance broker associated with the insurance company. The aggregate amount of commissions paid to date (from 2001 to 2012) to the

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son-in-law totaled approximately \$651,000 and the anticipated aggregate amount of commissions he will receive over the next 15 years is approximately \$300,000 (the compensation was structured as a declining revenue stream; for example, he would earn \$11,000 in year 2025).

During 2012, \$417,490 Valley made lease payments to Anjo Realty, LLC in 2012. Mr. Soldoveri owns 25% of the limited liability company interests of Anjo Realty LLC and his father owns 26%. Anjo Realty LLC is the landlord for Valley's branch and offices in Totowa, New Jersey. This amount represented 20% of the gross income of Anjo Realty, LLC in 2012. Valley's Board has determined that the terms of the lease were no less favorable to the Bank than terms that could have been obtained from an unaffiliated third party.

In connection with the merger of State Bancorp into Valley, effective January 1, 2012, Valley assumed the lease for a branch in Westbury, New York. The lease provides for fixed rental payments of approximately \$190,000 per year with no additional rent, such as real estate taxes, insurance and parking lot maintenance. The lease may be terminated at any time by the landlord upon not less than 130 days written notice and the Bank would pay a termination fee if the lease is terminated between October 31, 2010 and November 1, 2014, on a declining scale from \$50,000 to \$0. The landlord, Westbury Plaza Associates, L.P., is a limited partnership which is beneficially owned and controlled by the Estate of Mr. Wilks' father-in-law and beneficially owned by both the Estate of Mr. Wilks' father-in-law and a trust for the benefit of Mr. Wilks' spouse. Valley's rental payment in 2012 represented approximately 10% of the gross revenue of Westbury Plaza Associates, L.P. in 2012.

Valley's Board has determined that the terms of the lease were no less favorable to the Bank than terms that could have been obtained from an unaffiliated third party. This transaction was approved by the Audit Committee of the Board, as required under our Code of Conduct.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and any beneficial owners of more than 10% of our common stock to file reports relating to their ownership and changes in ownership of our common stock with the SEC and NYSE by certain deadlines. Based on information provided by our directors and executive officers (we have no 10% beneficial owners), the following executive officers, Messrs. S. Davey, E. Gould, K. Dyke, R. Murawski, J. Noonan, I. Robbins and Mrs. E. De Laney, each failed to file a Form 4 on a timely basis due to administrative processing of stock awards. In addition, directors Peter J. Baum's Form 3 and Graham Jones' Form 4, were also filed late. We believe all our other directors and executive officers complied with their Section 16(a) reporting requirements in 2012.

**SHAREHOLDER PROPOSALS**

New Jersey corporate law requires that the notice of shareholders' meeting (for either a regular or special meeting) specify the purpose or purposes of the meeting. Thus any substantive proposal, including shareholder proposals, must be referred to in our Notice of Annual Meeting of Shareholders in order for the proposal to be properly considered at a meeting of Valley.

Proposals of shareholders which are eligible under the rules of the SEC to be included in our year 2014 proxy material must be received by the Corporate Secretary of Valley National Bancorp no later than November 12, 2013. No other matters may be brought up at the annual meeting unless they appear in the Notice of Meeting.

If we change our 2014 annual meeting date to a date more than 30 days from the date of its 2013 annual meeting, then the deadline referred to in the preceding paragraph will be changed to a reasonable time before we begin to print and mail our proxy materials. If we change the date of our 2013 annual meeting in a manner that alters the deadline, we will so state under Part II - Item 5 of the first quarterly report on Form 10-Q it files with the SEC after the date change, or will notify our shareholders by another reasonable method.

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Pursuant to our By-laws, in order for a shareholder to nominate a person for election to the Board of Directors at the 2014 annual meeting, the shareholder must be entitled to vote at that meeting and must give timely written notice of that business to our Corporate Secretary. To be timely, such notice must be received by our Corporate Secretary at our Wayne, New Jersey office no earlier than December 19, 2013 and no later than January 18, 2014. In the event that our 2014 annual meeting is held more than 20 days before or more than 60 days after the anniversary of this year's meeting date, the notice must be received no earlier than 120 days before the date of the 2014 annual meeting and no later than the close of business on the later of (i) the 90th day before such annual meeting or (ii) the 10th day following the date on which public announcement of such annual meeting is first made by the Company. The notice must contain the information required by our By-laws.

**OTHER MATTERS**

The Board of Directors is not aware of any other matters that may come before the annual meeting. However, in the event such other matters come before the meeting, it is the intention of the persons named in the proxy to vote on any such matters in accordance with the recommendation of the Board of Directors.

Shareholders are urged to sign the enclosed proxy and return it in the enclosed envelope or vote by telephone or internet. The proxy is solicited on behalf of the Board of Directors.

By Order of the Board of Directors,

Alan D. Eskow

Corporate Secretary

Wayne, New Jersey

March 12, 2013

**A copy of our Annual Report on Form 10-K (without exhibits) for the year ended December 31, 2012 filed with the Securities and Exchange Commission will be furnished to any shareholder upon written request addressed to Dianne M. Grenz, First Senior Vice President, Valley National Bancorp, 1455 Valley Road, Wayne, New Jersey 07470. Our Annual Report on Form 10-K (without exhibits) is also available on our website at the following link: <http://www.valleynationalbank.com/filings.html>**

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<b>Company</b>	<b>Ticker</b>
Associated Banc-Corp	ASBC
BancorpSouth Inc	BXS
Bank of Hawaii Corp	BOH
BOK Financial Corp	BOKF
Boston Private Finc 1 Hldgs	BPFH
Brookline Bancorp Inc	BRKL
Cathay General Bancorp	CATY
City Holding Co	CHCO
City National Corp	CYN
Columbia Banking System Inc	COLB
Community Bank System Inc	CBU
CVB Financial Corp	CVBF
East West Bancorp Inc	EWBC
First Commonwealth Finc 1 Corp	FCF
First Finc 1 Bancorp Inc	FFBC
First Finc 1 Bankshares Inc	FFIN
First Horizon National Corp	FHN
First Midwest Bancorp Inc	FMBI
First Republic Bank	FRC
Firstmerit Corp	FMER
F.N.B. Corp	FNB
Fulton Financial Corp	FULT
Glacier Bancorp Inc	GBCI
Hancock Holding Co	HBHC
IBERIABANK Corp	IBKC
MB Financial Inc	MBFI
National Penn Bancshares Inc	NPBC
Old National Bancorp	ONB
PacWest Bancorp	PACW
Park National Corp	PRK
Pinnacle Finc 1 Partners Inc	PNFP
PrivateBancorp Inc	PVTB
Prosperity Bancshares Inc	PB
Provident Finc 1 Svcs Inc	PFS
S&T Bancorp Inc	STBA
Signature Bank	SBNY
Susquehanna Bancshares Inc	SUSQ
SVB Financial Group	SIVB
Synovus Financial Corp	SNV
TCF Financial Corp	TCB
Texas Capital Bancshares Inc	TCBI
Trustmark Corp	TRMK
UMB Financial Corp	UMBF
Umpqua Holdings Corp	UMPQ
United Bankshares Inc	UBSI
Washington Federal Inc	WAFD

Webster Financial Corp  
Westamerica Bancorporation  
Wintrust Financial Corp

WBS  
WABC  
WTFC

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**APPENDIX B**

***Performance Graph***

The following graph compares the cumulative total return on a hypothetical \$100 investment made on December 31, 2007 in: (a) Valley's common stock; (b) the Standard and Poor's (S&P) 500 Stock Index; and (c) the Keefe, Bruyette & Woods KBW50 Bank Index. The graph is calculated assuming that all dividends are reinvested during the relevant periods. The graph shows how a \$100 investment would increase or decrease in value over time based on dividends (stock or cash) and increases or decreases in the market price of the stock.



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**ADMISSION TICKET**

**You may attend the meeting only if you own shares of common stock at the close of business on February 19, 2013. Attendance at the meeting is limited to shareholders or their proxy holders and Valley guests. Please bring this admission ticket with you to the meeting and allow ample time for the admission process.**

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**VALLEY NATIONAL BANCORP**

**PROXY**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS**

**WEDNESDAY, APRIL 17, 2013**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints ANDREW B. ABRAMSON, ERIC P. EDELSTEIN and GERALD KORDE and each of them, as Proxy, each with full power of substitution, to vote all of the stock of VALLEY NATIONAL BANCORP standing in the undersigned's name at the Annual Meeting of Shareholders of VALLEY NATIONAL BANCORP, to be held at the Teaneck Marriott at Glen Pointe, 100 Frank W Burr Boulevard, Teaneck, New Jersey, on Wednesday, April 17, 2013 at 10:00 a.m., local time, and at any adjournment thereof. The undersigned hereby revokes any and all proxies heretofore given with respect to such meeting.

**This proxy will be voted as specified on the reverse side. If no choice is specified, the proxy will be voted FOR the election of all nominees for director listed on this proxy; and FOR proposals 2 and 3. Shares, if any, held for your account by the trustee for the dividend reinvestment plan will be voted in the same manner as you vote the shares in your name individually.**

**(Continued and to be signed on the reverse side.)**

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**ANNUAL MEETING OF SHAREHOLDERS OF  
VALLEY NATIONAL BANCORP**

**April 17, 2013**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING  
TO BE HELD ON WEDNESDAY, APRIL 17, 2013.**

The proxy statement and the annual report are available at the following weblink:

<http://www.valleynationalbank.com/filings.html>

**ADMISSION TICKET**

**You may attend the meeting only if you own shares of common stock at the close of business on February 19, 2013. Attendance at the meeting is limited to shareholders or their proxy holders and Valley guests. Please bring this admission ticket with you to the meeting and allow ample time for the admission process.**

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

¡ Please detach along perforated line and mail in the envelope provided. ¡

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**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK  
AS SHOWN HERE x**

		FOR	AGAINST	ABSTAIN
1. ELECTION OF 17 DIRECTORS:				
	<b>NOMINEES:</b>			
.. FOR ALL NOMINEES	¡ Andrew B. Abramson	¡ Barnett Rukin		
	¡ Peter J. Baum	¡ Suresh L. Sani	2. AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	.. .. ..
	¡ Pamela R. Bronander	¡ Robert C. Soldoveri	3. TO RATIFY THE APPOINTMENT OF KPMG LLP AS VALLEY S INDEPENDENT	.. .. ..

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**.. WITHHOLD AUTHORITY FOR ALL NOMINEES** ; Peter Crocitto ; Jeffrey S. Wilks REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013

; Eric P. Edelstein  
; Alan D. Eskow

**.. FOR ALL EXCEPT** ; Mary J. Steele ; **PLEASE SIGN, DATE AND RETURN PROMPTLY**  
Guilfoile

(See instructions below)

; Graham O. Jones  
; Walter H. Jones, III  
; Gerald Korde  
; Michael L. LaRusso  
; Marc J. Lenner  
; Gerald H. Lipkin

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: |

MARK X HERE IF YOU PLAN TO ATTEND THE MEETING. ..

To change the address on your account, please check the box at right and indicate your new address in the address space above. ..  
Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date: Signature of Shareholder Date:  
**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. ¢

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**ANNUAL MEETING OF SHAREHOLDERS OF**

**VALLEY NATIONAL BANCORP**

**April 17, 2013**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

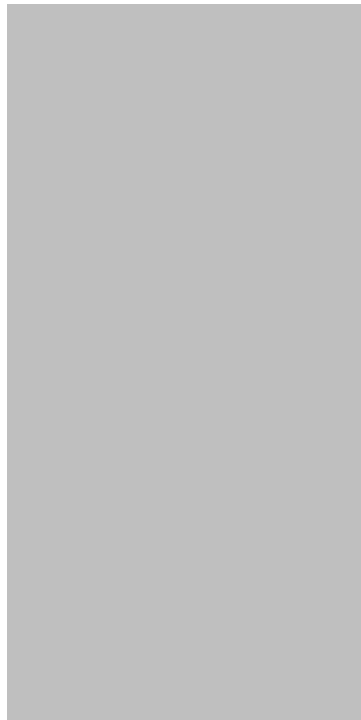
**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the annual meeting.

**COMPANY NUMBER  
ACCOUNT NUMBER**



**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON WEDNESDAY, APRIL 17, 2013.** The proxy statement and the annual report are available at the following weblink: <http://www.valleynationalbank.com/filings.html>

¡ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ¡

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

		FOR	AGAINST	ABSTAIN
1. ELECTION OF 17 DIRECTORS:		..	..	..
	<b>NOMINEES:</b>			
..	i Andrew B. Abramson			
	j Barnett Rukin			
<b>FOR ALL NOMINEES</b>	i Peter J. Baum			
	j Suresh L. Sani			
..	i Pamela R. Bronander			
	j Robert C. Soldoveri			
	i Peter Crocitto			
	j Jeffrey S. Wilks			
<b>WITHHOLD AUTHORITY FOR ALL NOMINEES</b>	i Eric P. Edelstein			
	j Alan D. Eskow			
<b>.. FOR ALL EXCEPT</b>	i Mary J. Steele			
	j Guilfoile			
(See instructions below)	i Graham O. Jones			
	j Walter H. Jones, III			
	j Gerald Korde			
	j Michael L. LaRusso			
	j Marc J. Lenner			
	j Gerald H. Lipkin			

2. AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

3. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013

PLEASE SIGN, DATE AND RETURN PROMPTLY

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: |

MARK X HERE IF YOU PLAN TO ATTEND THE MEETING. ..

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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

••

Signature of Shareholder

Date:

Signature of Shareholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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