HILL PAMELA Form 4 May 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * HILL PAMELA

2. Issuer Name and Ticker or Trading

Symbol

PEAPACK GLADSTONE FINANCIAL CORP [PGC]

(Month/Day/Year)

Filed(Month/Day/Year)

05/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

below)

10% Owner Officer (give title Other (specify

500 HILLS DRIVE, SUITE 300, PO **BOX 700**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

_X__ Director

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BEDMINSTER, NJ 07921

(City)	y) (State) (Zip) Tab			le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securin Acquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	05/07/2012		G	V	820	D	<u>(8)</u>	70,186	D				
Common Stock	05/07/2012		G	V	820	D	<u>(8)</u>	69,366	D				
Common Stock	05/07/2012		G	V	820	D	<u>(8)</u>	68,546	D				
Common Stock								26,192	I	Held in a trust for which Ms. Hill is a			

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beneficiary

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

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SEC 1474 (9-02)

(In

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative es d	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(4	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (right to buy)	\$ 27.51							<u>(1)</u>	01/09/2014	Common Stock	11,550
Stock Option (right to buy)	\$ 27.51							<u>(1)</u>	01/09/2014	Common Stock	5,773
Stock Option (right to buy)	\$ 26.76							<u>(2)</u>	01/03/2017	Common Stock	2,310
Stock Option (right to buy)	\$ 23.4							(3)	01/02/2018	Common Stock	2,310
Stock Option (right to buy)	\$ 13.43							<u>(5)</u>	01/04/2020	Common Stock	5,000
Stock Option (right to buy)	\$ 13.53							<u>(4)</u>	01/03/2021	Common Stock	2,500

Stock

Option (right to \$ 10.72 01/03/2012 A 2,500 $\underline{\text{(6)}}$ 01/03/2022 $\frac{\text{Common}}{\text{Stock}}$ 2,500

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

HILL PAMELA 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921

Signatures

Pamela Hill 05/09/2012

**Signature of Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options were exercisable in five equal annual installments on April 28, 1999, 2000, 2001, 2002 and 2003.
- (2) The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.
- (3) The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.
- (4) The options are exercisable in five equal annual installments on January 3, 2012, 2013, 2014 and 2015.
- (5) The options are exercisable in five equal annual installments on January 4, 2011, 2012, 2013 and 2014.
- (6) The options are exercisable in five equal annual installments on January 3, 2013, 2014, 2015 and 2016.
- (7) Option grant has no purchase or sale price.
- (8) A gift involves no payment of consideration; therefore, no price is necessary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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