

VALLEY NATIONAL BANCORP
Form 8-K
May 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): May 12, 2008

VALLEY NATIONAL BANCORP

(Exact Name of Registrant as Specified in Charter)

New Jersey
(State or Other Jurisdiction
of Incorporation)

1-11277
(Commission File Number)

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

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

(973) 305-8800

07470
(Zip Code)

(Registrant's telephone number, including area code)

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

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

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Valley National Bancorp (the Corporation) has declared a 5% stock dividend to be distributed to shareholders on May 23, 2008. Effective May 12, 2008, the Corporation amended the first sentence of Article V of its Restated Certificate of Incorporation to increase by 9,089,814 shares (5%) the total authorized capital stock of the Corporation to 220,886,088 shares, consisting of 190,886,088 shares of common stock and 30,000,000 shares of preferred stock which may be issued in one or more classes or series. The amendment is attached hereto as Exhibit (3)(i).

Item 9.01 Financial Statements and Exhibits.
Exhibit

(3)(i) Amendment to the Restated Certificate of Incorporation of Valley National Bancorp, dated May 12, 2008.

SIGNATURE

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

Dated: May 15, 2008

VALLEY NATIONAL BANCORP

By: /s/ Alan D. Eskow
Alan D. Eskow
Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Title
(3)(i)	Amendment to the Restated Certificate of Incorporation of Valley National Bancorp, dated May 12, 2008.