

CARFORA JEFFREY J

Form 4

March 22, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARFORA JEFFREY J

2. Issuer Name **and** Ticker or Trading
Symbol
PEAPACK GLADSTONE
FINANCIAL CORP [PGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 HILLS DRIVE, SUITE 300, PO
BOX 700

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SEVP & Chief Financial Officer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BEDMINSTER, NJ 07921

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/20/2019		F ⁽¹⁾		737	D	\$ 26.34	84,739	D
Common Stock								1,237.1633 ⁽²⁾	I
Common Stock								5,107.9489 ⁽³⁾	I
									Employee Stock Purchase Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	03/20/2019		A	6,423	(5) (5)	Common Stock	6,423
Restricted Stock Units	(4)					(6) (6)	Common Stock	843
Restricted Stock Units	(7)	03/20/2019		A	6,423	(8) (8)	Common Stock	6,423

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARFORA JEFFREY J 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921	SEVP & Chief Financial Officer

Signatures

Jeffrey J.
Carfora 03/22/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.
- (2) Includes 401(k) contributions used to purchase PGC stock.
- (3) Includes shares received through dividend reinvestment since the last filing.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (5) The restricted stock units vest and settle in stock in three approximately equal installments on each of the first three anniversaries of the grant date.
- (6) The restricted stock units vest and settle in stock in five approximately equal installments on each of the first five anniversaries of the grant date.
- (7) Each restricted stock unit represents the right to receive one share of common stock of Peapack-Gladstone Financial Corporation subject to certain performance conditions. The units will cliff vest, after three years, if the conditions are met.
- (8) The restricted stock units will cliff vest on the third anniversary of the grant date subject to certain performance conditions being satisfied.

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.