PEAPACK GLADSTONE FINANCIAL CORP
Form 4
December 14, 2016

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMB JAMES R

(Last) (First) (Middle)

500 HILLS DRIVE, SUITE 300, PO BOX 700

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/13/2016 | | M | | 2,310 | A | $ 26.76 | 23,325 | D | |
| Common Stock | 12/13/2016 | | S | | 2,310 | D | $ 30.0872 | 21,015 | D | |
| Common Stock | | | | | | | | 1,684 | I | Spouse |

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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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. D Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock option (right to buy) | $ 26.76 | 12/13/2016 | | M | | | 2,310 | (1) | 01/03/2017 | Common Stock | 2,310 | |
| Stock option (right to buy) | $ 23.4 | | | | | | | (2) | 01/02/2018 | Common Stock | 2,310 | |
| Stock Option (right to buy) | $ 13.43 | | | | | | | (3) | 01/04/2020 | Common Stock | 5,000 | |
| Stock Option (right to buy) | $ 13.53 | | | | | | | (4) | 01/03/2021 | Common Stock | 2,500 | |
| Stock Option (right to buy) | $ 10.72 | | | | | | | (5) | 01/03/2022 | Common Stock | 2,500 | |
| Stock Option (right to buy) | $ 14.68 | | | | | | | (6) | 01/02/2023 | Common Stock | 2,500 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

LAMB JAMES R
500 HILLS DRIVE, SUITE 300
PO BOX 700
BEDMINSTER, NJ 07921

X

# Signatures

| | |
|---|---|
| James R. Lamb | 12/14/2016 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

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

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

**(1)** The options are exercisable in five equal annual installments on January 3, 2008, 2009, 2010, 2011 and 2012.

**(2)** The options are exercisable in five equal annual installments on January 2, 2009, 2010, 2011, 2012 and 2013.

**(3)** The options are exercisable in four equal annual installments on January 4, 2011, 2012, 2013 and 2014.

**(4)** The options are exercisable in four equal annual installments on January 3, 2012, 2013, 2014 and 2015.

**(5)** The options are exercisable in four equal annual installments on January 3, 2013, 2014, 2015 and 2016.

**(6)** The options are exercisable in three equal annual installments on January 2, 2014, 2015 and 2016.

**(7)** Option grant has no purchase or sale price

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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