MULCAHY JOHN R

Form 4

February 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

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10% Owner

Other (specify

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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

1(b).

(Last)

BOX 700

(Print or Type Responses)

1. Name and Address of Reporting Person * MULCAHY JOHN R

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

PEAPACK GLADSTONE FINANCIAL CORP [PGC]

3. Date of Earliest Transaction

3.

(Month/Day/Year) 02/16/2012

500 HILLS DRIVE, SUITE 300, PO

(Street)

(First)

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

(A)

or

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

BEDMINSTER, NJ 07921

(City) (State)

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

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 16,162,0626 02/16/2012 S 770 D 12.22 (7)

Common Stock

Common

Stock

 $3,667.8086 \frac{(7)}{}$ I

Spouse

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

8. Price Deriva Securit (Instr.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy)	\$ 27.51					<u>(1)</u>	01/09/2014	Common Stock	11,550	
Stock option (right to buy)	\$ 26.76					(2)	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>(4)</u>	01/04/2020	Common Stock	5,000	
Stock Option (right to buy)	\$ 13.53					(5)	01/03/2021	Common Stock	2,500	
Stock Option (right to buy)	\$ 10.72					<u>(6)</u>	01/03/2022	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
	X					

Reporting Owners 2

MULCAHY JOHN R 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921

Signatures

John R. 02/17/2012 Mulcahy

**Signature of
Reporting Person

Explanation of Responses:

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

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - The options were exercisable in five equal annual installments on January 9, 2005, 2006, 2007, 2008 and 2009. On December 8, 2005, the
- (1) Compensation Committee of the Board of Directors of Peapack-Gladstone Financial Corporation authorized the accelerated vesting of the remaining options.
- (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 four equal annual installments on January 4, 2011, 2012, 2013 and 2014.
- (5) The options are exercisable in four equal annual installments on January 4, 2012, 2013, 2014 and 2015.
- (6) The options are exercisable in four equal annual installments on January 3, 2013, 2014, 2015 and 2016.
- (7) The reporting person received shares through dividend reinvestment since the last filing.

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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