

KENNEDY DOUGLAS L

Form 4

March 22, 2019

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 *
KENNEDY DOUGLAS L

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
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 (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)
Common Stock				(A) or (D)	98,653.749	D ⁽¹⁾	
Common Stock				Code V Amount (D) Price	28,425	I	Rabbi Trust ⁽²⁾
Common Stock					7,740 ⁽³⁾	I	401(k)
Common Stock					5,052.1271 ⁽⁴⁾	I	Employee Stock Purchase Plan

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(5)	03/20/2019		A	13,192	(6) (6)	Common Stock	13,192
Restricted Stock Units	(5)					(7) (7)	Common Stock	1,996
Restricted Stock Units	(8)	03/20/2019		A	13,192	(9) (9)	Common Stock	13,192

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY DOUGLAS L 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921	X		President & CEO	

Signatures

Douglas L. Kennedy 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) 18,284 shares held in trust.
- (2) Held indirectly through a rabbi trust pursuant to a non-qualified deferred compensation plan.
- (3) Includes 401(k) contributions used to purchase PGC stock.
- (4) Includes shares received through dividend reinvestment since the last filing.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

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