

LAMB JAMES R  
Form 4  
December 14, 2011

**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

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)  
12/13/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
BEDMINSTER, NJ 07921

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/13/2011                           |  | S                              |   | 200   | D  | \$ 10.1                           |
| Common Stock                    |                                      |  |                                |   |   |  |                                   |
|                                 |                                      |  |                                |   | 1,684   | I  |                                   |
|                                 |                                      |  |                                |   |   |  | Spouse                            |

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

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**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 Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Stock option (right to buy)                | \$ 27.51   |                                      |  |                                |   | (1) 01/09/2014   | 01/09/2014  | Common Stock                               | 11,548                     |
| Stock option (right to buy)                | \$ 26.76   |                                      |  |                                |   | (2) 01/03/2017   | 01/03/2017  | Common Stock                               | 2,310                      |
| Stock option (right to buy)                | \$ 23.4  |                                      |  |                                |   | (3) 01/02/2018   | 01/02/2018  | Common Stock                               | 2,310                      |
| Stock Option (right to buy)                | \$ 13.43   |                                      |  |                                |   | (4) 01/04/2020   | 01/04/2020  | Common Stock                               | 5,000                      |
| Stock Option (right to buy)                | \$ 13.53   |                                      |  |                                |   | (5) 01/03/2021   | 01/03/2021  | Common Stock                               | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LAMB JAMES R<br>500 HILLS DRIVE, SUITE 300<br>PO BOX 700<br>BEDMINSTER, NJ 07921 | X             |           |         |       |

## Signatures

James R. Lamb

12/14/2011

\*\*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).

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 3, 2012, 2013, 2014 and 2015.

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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