

PEAPACK GLADSTONE FINANCIAL CORP
 Form 4
 December 14, 2016

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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
 (Street)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/13/2016		M	A	\$ 26.76	23,325	D
Common Stock	12/13/2016		S	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.

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Stock option (right to buy)	\$ 26.76	12/13/2016		M	2,310	<u>(1)</u> 01/03/2017	Common Stock	2,310
Stock option (right to buy)	\$ 23.4					<u>(2)</u> 01/02/2018	Common Stock	2,310
Stock Option (right to buy)	\$ 13.43					<u>(3)</u> 01/04/2020	Common Stock	5,000
Stock Option (right to buy)	\$ 13.53					<u>(4)</u> 01/03/2021	Common Stock	2,500
Stock Option (right to buy)	\$ 10.72					<u>(5)</u> 01/03/2022	Common Stock	2,500
Stock Option (right to buy)	\$ 14.68					<u>(6)</u> 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 X
PO BOX 700
BEDMINSTER, NJ 07921

Signatures

James R. Lamb 12/14/2016

 **Signature of Date
Reporting Person

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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