

BABCOCK JOHN P

Form 4

March 13, 2019

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BABCOCK JOHN P

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)  
03/11/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SEVP & Pres of Priv Wealth Mgt

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	03/11/2019		F <sup>(1)</sup>	1,693 D \$ 27.75	47,123	D <sup>(2)</sup>	
Common Stock	03/11/2019		F <sup>(1)</sup>	810 D \$ 27.75	48,770	D	
Common Stock	03/11/2019		F <sup>(1)</sup>	457 D \$ 27.75	49,698	D	
Common Stock	03/11/2019		F <sup>(1)</sup>	165 D \$ 27.75	50,031	D	
Common Stock					7,683	I	Rabbi Trust <sup>(3)</sup>

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Common Stock 6,138 I 401(k)

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 displays a currently valid OMB control number.** SEC 1474 (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. Price or Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)							(5)	(5)	Common Stock	13,385
Restricted Stock Unit	(4)							(6)	(6)	Common Stock	1,497
Restricted Stock Unit	(7)							(8)	(8)	Common Stock	10,614

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BABCOCK JOHN P 500 HILLS DRIVE, SUITE 300 PO BOX 700 BEDMINSTER, NJ 07921	SEVP & Pres of Priv Wealth Mgt

## Signatures

John P. Babcock 03/13/2019

\*\*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) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.
- (2) 10,804 shares held in trust.
- (3) Held indirectly through a rabbi trust pursuant to a non-qualified deferred compensation plan.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of Peapack-Gladstone Financial Corporation.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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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