

STERLING BANCORP

Form 4

February 27, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FELDESMAN WALTER

(Last) (First) (Middle)

650 FIFTH AVENUE, 4TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STERLING BANCORP [STL]

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

02/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	02/24/2006		S	1,500 D	\$ 20.5 29,682	D	
Common Stock	02/24/2006		S	1,000 D	\$ 20.45 28,682	D	

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-qualified stock option (right to buy)	\$ 14.74					06/29/2002 ⁽¹⁾ 06/29/2006	Common Stock	9,603
Non-qualified stock option (right to buy)	\$ 13.71					07/31/2002 ⁽¹⁾ 07/31/2006	Common Stock	4,573
Non-qualified stock option (right to buy)	\$ 18.91					06/28/2003 ⁽¹⁾ 06/28/2007	Common Stock	9,603
Non-qualified stock option (right to buy)	\$ 15.82					07/31/2003 ⁽¹⁾ 07/31/2007	Common Stock	4,573
Non-qualified stock option (right to buy)	\$ 17.73					06/30/2004 ⁽¹⁾ 06/30/2008	Common Stock	4,723
Non-qualified stock option (right to buy)	\$ 18.78					07/31/2004 ⁽¹⁾ 07/31/2008	Common Stock	4,573
Non-qualified stock option (right to buy)	\$ 21.93					06/30/2005 ⁽¹⁾ 06/30/2009	Common Stock	4,723
Non-qualified stock option (right to buy)	\$ 21.41					07/30/2005 ⁽¹⁾ 07/30/2009	Common Stock	4,573
Non-qualified Stock Options (right to buy)	\$ 20.34					12/19/2005 ⁽³⁾ 06/30/2010	Common Stock	4,723

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FELDESMAN WALTER
650 FIFTH AVENUE
4TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Feldesman,
Walter

02/24/2006

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) Transfer of shares acquired by exercise of non-qualified stock options is restricted to even installments over a four year period commencing on the first anniversary of the grant.
- (2) Includes securities issued as a result of a stock split in the form of a 5% dividend paid by issuer on December 12, 2005; exercise prices have been adjusted accordingly.
- On December 15, 2005 the Board of Directors voted to accelerate the vesting and exercisability of any outstanding unvested and
- (3) unexercisable non-qualified stock options held by non-employee directors, effective as of December 19, 2005; provided, however, that transfer of shares acquired by such exercise is restricted until the date that the option would have been exercisable prior to such change.

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.