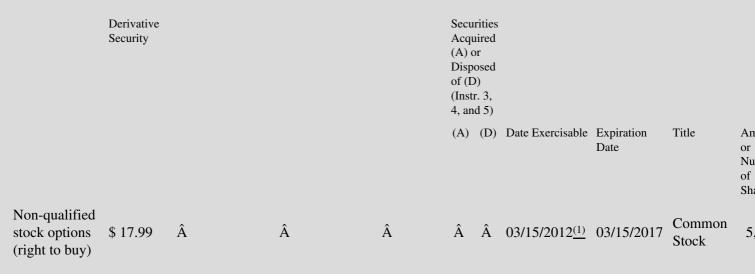
Ugelow Set Form 5								
February 0.4						OMB A	APPROVAL	
	-	) STATES SECU	<b>IRITIES AN</b>	ND EXCHANGE	COMMISSION	OMB Number:	3235-0362	
Check this box if no longer subject			Washington, D.C. 20549			Expires:	January 31,	
to Section Form 4 of 5 obligat may con <i>See</i> Instr	OWNI	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES			Estimated burden ho response.	urs per		
1(b). Form 3 I Reported Form 4 Transact Reported	Holdings Section 17	(a) of the Public	Utility Holdi	Securities Exchan ing Company Act of Company Act of 19	of 1935 or Section	n		
	1. Name and Address of Reporting Person <u>*</u> Ugelow Seth			icker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Statement for Issuer's Fi			s Fiscal Year Ended	(Chec	k all applicab	le)		
				(Month/Day/Year) 12/31/2007		Director 10% Owner X Officer (give title Other (specify		
STERLIN FIFTH AV	G BANCORP,Â 'ENUE		2007		below)	below) President/Con		
	(Street)		nendment, Date Ionth/Day/Year)	e Original	6. Individual or Jo	vint/Group Re k applicable lin		
NEW YOF	RK, NY 1001	9			_X_ Form Filed by ( Form Filed by M Person			
(City)	(State)	(Zip) Ta	ble I - Non-De	erivative Securities Ac	equired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities H Beneficially ( Owned at end H of Issuer's ( Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	eport on a separate lir eficially owned direc		contained	vho respond to the I in this form are no displays a currently	t required to resp	ond unless	SEC 2270 (9-02)	
	Ta			ired, Disposed of, or H options, convertible so				
1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exe	ercisable and	7. Title an	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		



## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
Ugelow Seth STERLING BANCORP 650 FIFTH AVENUE NEW YORK, NY 10019 Signatures	Â	Â	Sr. Vice President/Controller	Â	

/s/ Ugelow, Seth	02/04/2008

gilaca

\*\*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) Non-qualified options become exercisable commencing on the fifth anniversary of the grant for a term of 10 years from grant date (first exercisable date listed).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.