

STERLING BANCORP

Form 4

February 11, 2005

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ABRAMS ROBERT

(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)  
12/06/2004

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	12/06/2004		G	88 D \$ 0	16,161	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  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 8.69							06/30/2001 <sup>(1)</sup>	06/30/2005	Common Stock	2,811
Non-qualified stock option (right to buy)	\$ 26.96							07/30/2005 <sup>(1)</sup>	07/30/2009	Common Stock	3,630
Non-qualified Stock Option (right to buy)	\$ 19.92							07/31/2003 <sup>(1)</sup>	07/31/2007	Common Stock	3,630
Non-qualified Stock Option (right to buy)	\$ 23.64							07/31/2004 <sup>(1)</sup>	07/31/2008	Common Stock	3,630
Non-qualified Stock Option (right to buy)	\$ 27.62							06/30/2005 <sup>(1)</sup>	06/30/2009	Common Stock	3,750
Non-qualified Stock Options (right to buy)	\$ 18.56							06/29/2002 <sup>(1)</sup>	06/29/2006	Common Stock	7,620
Non-qualified Stock Options (right to buy)	\$ 17.26							07/31/2002 <sup>(1)</sup>	07/31/2006	Common Stock	3,630
Non-qualified Stock Options (right to buy)	\$ 22.32							06/30/2004 <sup>(1)</sup>	06/30/2008	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 23.81							06/28/2003 <sup>(1)</sup>	06/28/2007	Common Stock	7,620

## Reporting Owners

Reporting Owner Name / Address	Relationships
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Director   10% Owner   Officer   Other

ABRAMS ROBERT  
650 FIFTH AVENUE  
4TH FLOOR  
NEW YORK, NY 10019

X

## Signatures

/s/ Abrams,  
Robert

02/09/2005

\_\_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) Non-qualified stock options become exercisable in installments over a four year period, commencing on the first anniversary of the grant for a term of five years from the date of grant (first exercisable date listed).

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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