

FELDESMAN WALTER
Form 5
February 07, 2008

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
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response... 1.0

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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/26/2007	Â	G	35 D \$ 0	16,631	D	Â
Common Stock	10/11/2007	Â	G	50 D \$ 0	16,581	D	Â
Common Stock	10/16/2007	Â	G	65 D \$ 0	16,516	D	Â
Common Stock	12/18/2007	Â	G	80 D \$ 0	16,436	D	Â

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Common Stock 12/21/2007 Â G 30 D \$ 0 16,406 D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Options (right to buy)	\$ 17.73	Â	Â	Â	Â Â	06/30/2004 ⁽¹⁾ 06/30/2008	Common Stock 4.
Non-qualified Stock Options (right to buy)	\$ 18.78	Â	Â	Â	Â Â	07/31/2004 ⁽¹⁾ 07/31/2008	Common Stock 4.
Non-qualified Stock Options (right to buy)	\$ 21.93	Â	Â	Â	Â Â	06/30/2005 ⁽¹⁾ 06/30/2009	Common Stock 4.
Non-qualified Stock Options (right to buy)	\$ 21.41	Â	Â	Â	Â Â	07/30/2005 ⁽¹⁾ 07/30/2009	Common Stock 4.
Non-qualified Stock Options (right to buy)	\$ 20.34	Â	Â	Â	Â Â	12/19/2005 ⁽²⁾ 06/30/2010	Common Stock 4.
Non-qualified Stock Options (right to buy)	\$ 19.5	Â	Â	Â	Â Â	06/30/2007 ⁽³⁾ 06/30/2011	Common Stock 4.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

^ X ^ ^ ^

Signatures

/s/ Feldesman,
Walter

02/07/2008

__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.

On December 15, 2005 the Board of Directors voted to accelerate the vesting and exercisability of any outstanding unvested and
- (2) 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.
- (3) Non-employee directors were granted options for 4,753 shares of common stock pursuant to the final grant under an automatic grant of options adopted in 2002.

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