

STERLING BANCORP
Form 4
May 31, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUMPHREYS HENRY J

(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)
05/26/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/26/2005 | | S | | 5,000 | D | \$ 21.19 |
| | | | | | 16,601 | 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) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified stock option (right to buy) | \$ 7.25 | | | | | | | 06/30/2001 ⁽¹⁾ | 06/30/2005 | Common Stock | 6,110 |
| Non-qualified stock option (right to buy) | \$ 15.47 | | | | | | | 06/29/2002 ⁽¹⁾ | 06/29/2006 | Common Stock | 9,140 |
| Non-qualified stock option (right to buy) | \$ 14.39 | | | | | | | 07/31/2002 ⁽¹⁾ | 07/31/2006 | Common Stock | 4,350 |
| Non-qualified stock option (right to buy) | \$ 19.85 | | | | | | | 06/28/2003 ⁽¹⁾ | 06/28/2007 | Common Stock | 9,140 |
| Non-qualified stock option (right to buy) | \$ 16.61 | | | | | | | 07/31/2003 ⁽¹⁾ | 07/31/2007 | Common Stock | 4,350 |
| Non-qualified stock option (right to buy) | \$ 18.61 | | | | | | | 06/30/2004 ⁽¹⁾ | 06/30/2008 | Common Stock | 4,500 |
| Non-qualified stock option (right to buy) | \$ 19.71 | | | | | | | 07/31/2004 ⁽¹⁾ | 07/31/2008 | Common Stock | 4,350 |
| Non-qualified stock option (right to buy) | \$ 23.02 | | | | | | | 06/30/2005 ⁽¹⁾ | 06/30/2009 | Common Stock | 4,500 |
| Non-qualified stock option (right to buy) | \$ 22.47 | | | | | | | 07/30/2005 ⁽¹⁾ | 07/30/2009 | Common Stock | 4,350 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

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Director 10% Owner Officer Other

HUMPHREYS HENRY J
650 FIFTH AVENUE
4TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Humphreys,
Henry J

05/31/2005

__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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