

FELDESMAN WALTER
Form 5
February 14, 2007

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
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2005
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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)
12/31/2006

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 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	Â	Â	Â	Â Â Â Â Â Amount (D) Price	20,446	D	Â

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

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contained in this form are not required to respond unless
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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)**

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Non-qualified Stock Options (right to buy)	\$ 18.91	Â	Â	Â	Â Â	06/28/2003 ⁽¹⁾ 06/28/2007	Common Stock	9,
Non-qualified Stock Options (right to buy)	\$ 15.82	Â	Â	Â	Â Â	07/31/2003 ⁽¹⁾ 07/31/2007	Common Stock	4,
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
FELDESMAN WALTER 650 FIFTH AVENUE	Â X	Â	Â	Â

4TH FLOOR
NEW YORK, NY 10019

Signatures

/s/ Feldesman,
Walter

02/15/2007

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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