

HUMPHREYS HENRY J

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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. 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	16,736	D	Â

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 number.**

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. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
					(A) (D)					
Non-qualified Stock Options (right to buy)	\$ 18.91	Â	Â	Â	Â Â	06/28/2003 <sup>(1)</sup> 06/28/2007	Common Stock			9,000
Non-qualified Stock Options (right to buy)	\$ 15.82	Â	Â	Â	Â Â	07/31/2003 <sup>(1)</sup> 07/31/2007	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 17.73	Â	Â	Â	Â Â	06/30/2004 <sup>(1)</sup> 06/30/2008	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 18.78	Â	Â	Â	Â Â	07/31/2004 <sup>(1)</sup> 07/31/2008	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 21.93	Â	Â	Â	Â Â	06/30/2005 <sup>(1)</sup> 06/30/2009	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 21.41	Â	Â	Â	Â Â	07/30/2005 <sup>(1)</sup> 07/30/2009	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 20.34	Â	Â	Â	Â Â	12/19/2005 <sup>(2)</sup> 06/30/2010	Common Stock			4,000
Non-qualified Stock Options (right to buy)	\$ 19.5	Â	Â	Â	Â Â	06/30/2007 <sup>(3)</sup> 06/30/2011	Common Stock			4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUMPHREYS HENRY J 650 FIFTH AVENUE	Â X	Â	Â	Â

4TH FLOOR  
NEW YORK, NY 10019

## Signatures

/s/ Humphreys,  
Henry J

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.

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.