

STERLING BANCORP

Form 4

January 31, 2008

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TIETJEN JOHN W

(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)
01/29/2008

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 _____ Other (specify
below) below)
EVP and CFO

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 | 01/29/2008 | | M | | 36,017 | A | \$ 10.34 | 81,170 | D |
| Common Stock | 01/29/2008 | | F | | 25,880 | D | \$ 14.39 | 55,290 | D |
| Common Stock | | | | | | | | 9,850 | I |
| | | | | | | | | | By 401(k) |

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)

number.

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 Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Options (right to buy) | \$ 10.34 | 01/29/2008 | | M | 36,017 | 02/10/1999 ⁽¹⁾ 02/10/2008 | Common Stock |
| Incentive Stock Options (right to buy) | \$ 8.69 | | | | | 02/12/2003 ⁽²⁾ 02/12/2009 | Common Stock |
| Incentive Stock Options (right to buy) | \$ 6.94 | | | | | 02/11/2007 ⁽³⁾ 02/11/2010 | Common Stock |
| Incentive Stock Options (right to buy) | \$ 14.6 | | | | | 02/06/2010 ⁽⁴⁾ 02/06/2012 | Common Stock |
| Non-qualified Stock Options (right to buy) | \$ 6.94 | | | | | 02/11/2001 ⁽⁵⁾ 02/11/2010 | Common Stock |
| Non-qualified Stock Options (right to buy) | \$ 14.6 | | | | | 02/06/2003 ⁽⁵⁾ 02/06/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| TIETJEN JOHN W 650 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10019 | | | EVP and CFO | |

Signatures

/s/ Tietjen, John
W

01/30/2008

__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) Options became exercisable in two installments on the first anniversary of the grant, for a term of 10 years from date of grant (first exercisable date listed).
- (2) Options become exercisable, commencing on fourth anniversary of the grant, in installments over a five-year period for a term of 10 years from grant date (first exercisable date listed).
- (3) Options become exercisable, commencing on the seventh anniversary of the grant, in three installments for a term of 10 years from grant date (first exercisable date listed).
- (4) Options become exercisable, commencing on the eighth anniversary of the grant, in two installments for a term of 10 years from grant date (first exercisable date listed).
- (5) Non-qualified options are exercisable commencing on the first anniversary of the grant for a term of 10 years from grant date (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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