

FELDESMAN WALTER

Form 4/A

June 16, 2006

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/12/2006

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)	(A) or (D)	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	Price		
Common Stock	03/24/2006		G		25	D \$ 0	20,082	D
Common Stock	04/28/2006		G		10	D \$ 0	20,072	D
Common Stock	05/10/2006		M		9,603	A \$ 14.74	29,675	D
Common Stock	05/10/2006		M		4,573	A \$ 13.71	34,248	D
Common Stock	05/10/2006		F		10,212	D \$ 20	24,036	D
	05/12/2006		G		85	D \$ 0	23,951	D

Common  
Stock

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

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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)

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-qualified stock option (right to buy)	\$ 14.74	05/10/2006		M	9,603	06/29/2002 <sup>(1)</sup> 06/29/2006	Common Stock	9
Non-qualified stock option (right to buy)	\$ 13.71	05/10/2006		M	4,573	07/31/2002 <sup>(1)</sup> 07/31/2006	Common Stock	4
Non-qualified stock option (right to buy)	\$ 18.91					06/28/2003 <sup>(1)</sup> 06/28/2007	Common Stock	9
Non-qualified stock option (right to buy)	\$ 15.82					07/31/2003 <sup>(1)</sup> 07/31/2007	Common Stock	4
Non-qualified stock option (right to buy)	\$ 17.73					06/30/2004 <sup>(1)</sup> 06/30/2008	Common Stock	4
Non-qualified stock option (right to buy)	\$ 18.78					07/31/2004 <sup>(1)</sup> 07/31/2008	Common Stock	4
Non-qualified stock option (right to buy)	\$ 21.93					06/30/2005 <sup>(1)</sup> 06/30/2009	Common Stock	4
	\$ 21.41					07/30/2005 <sup>(1)</sup> 07/30/2009		4

Non-qualified  
stock option  
(right to buy)

Common  
Stock

Non-qualified  
Stock Options \$ 20.34  
(right to buy)

12/19/2005<sup>(3)</sup> 06/30/2010 Common  
Stock

4

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
FELDESMAN WALTER 650 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10019	X

## Signatures

/s/ Feldesman,  
Walter                      06/16/2006

\_\_Signature of                      Date  
Reporting Person

## 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.
- (2) Includes securities issued as a result of a stock split in the form of a 5% dividend paid by issuer on December 12, 2005; exercise prices have been adjusted accordingly.
- On December 15, 2005 the Board of Directors voted to accelerate the vesting and exercisability of any outstanding unvested and
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.