

CAPPELLI LOUIS J

Form 5

February 14, 2013

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
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1. Name and Address of Reporting Person *
CAPPELLI LOUIS J

(Last) (First) (Middle)

C/O STERLING BANCORP, 650
FIFTH AVENUE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
STERLING BANCORP [STL]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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)
Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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)
				Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	Â	765,782 ⁽²⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,343 ⁽³⁾	I	by IRA
Common Stock	Â	Â	Â	Â	Â	Â	711	I	by spouse ⁽⁴⁾

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

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(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPELLI LOUIS J C/O STERLING BANCORP 650 FIFTH AVENUE NEW YORK, NY 10019	Â X	Â	Â Chairman and CEO	Â

Signatures

Louis J. Cappelli 02/13/2013

**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) Includes 21,939 shares of restricted common stock issued March 25, 2010 and 20,854 shares of restricted common stock issued on March 24, 2011, pursuant to the Sterling Bancorp Stock Incentive Plan. The shares vest 50%, 25% and 25% on the second, third and fourth anniversaries of the respective grant dates subject to (1) accelerated vesting upon death, disability and change in control and (2) continued vesting upon retirement after the second anniversary of the grant date subject to compliance with a non-compete.

(2) On August 25, 2011, the Reporting Person caused 166,147 of the Issuer's common shares held by a grantor retained annuity trust ("GRAT") to be distributed to its beneficiaries, and such beneficiaries immediately contributed all of the Issuer's shares received from the GRAT to a limited liability company of which the Reporting Person is the sole managing member. Such distribution and subsequent contribution were exempt from Section 16(a)-13 under the Securities Exchange Act of 1934, as amended.

(3) Shares owned are subject to dividend reinvestment.

(4) Owned beneficially and of record by Virginia M. Cappelli, wife of Louis J. Cappelli. Louis J. Cappelli expressly declares that the filing of the Annual Statement of Changes shall not be construed as an admission that he is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the securities in this note and he hereby disclaims beneficial ownership of the securities by this note.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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