

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).

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

650 FIFTH AVENUE, 4TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2009

____ Director ____ 10% Owner
 ____X____ Officer (give title ____ Other (specify
 below) below)

EVP and CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/13/2009

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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 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	05/12/2009		S ⁽¹⁾		7,400	D \$ 11.73	70,305	D	
Common Stock							10,494	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Options (right to buy)	\$ 6.94					02/11/2007 ⁽²⁾ 02/11/2010	Common Stock 32,73
Incentive Stock Options (right to buy)	\$ 14.6					02/06/2010 ⁽³⁾ 02/06/2012	Common Stock 13,71
Non-qualified Stock Options (right to buy)	\$ 6.94					02/11/2001 ⁽⁴⁾ 02/11/2010	Common Stock 6,70
Non-qualified Stock Options (right to buy)	\$ 14.6					02/06/2003 ⁽⁴⁾ 02/06/2012	Common Stock 24,08

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 05/13/2009

**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) Shares sold solely to satisfy tax obligations on stock options exercised in 2008.
- (2) 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).
- (3) 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).
- (4) 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.

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.