

STERLING BANCORP  
Form 5/A  
March 09, 2006

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/14/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and CFO

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 Ownership (Instr. 4)
Common Stock	12/31/2005		J(1)	15 A \$0	42,570	D (2) (3) (4)	
Common Stock					7,695	I	By 401(k)

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

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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 Security (Instr. 3 and 4)
Incentive Stock Options (right to buy)	\$ 6.48	Â	Â	Â	Â	01/31/1998 <sup>(6)</sup> 01/31/2007	Common Stock
Incentive Stock Options (right to buy)	\$ 10.34	Â	Â	Â	Â	02/10/1999 <sup>(7)</sup> 02/10/2008	Common Stock
Incentive Stock Options (right to buy)	\$ 8.69	Â	Â	Â	Â	02/12/2003 <sup>(8)</sup> 02/12/2009	Common Stock
Incentive Stock Options (right to buy)	\$ 6.94	Â	Â	Â	Â	02/11/2007 <sup>(9)</sup> 02/11/2010	Common Stock
Incentive Stock Options (right to buy)	\$ 14.6	Â	Â	Â	Â	02/06/2010 <sup>(10)</sup> 02/06/2012	Common Stock
Non-qualified Stock Options (right to buy)	\$ 6.94	Â	Â	Â	Â	02/11/2001 <sup>(11)</sup> 02/11/2010	Common Stock
Non-qualified Stock Options (right to buy)	\$ 14.6	Â	Â	Â	Â	02/06/2003 <sup>(11)</sup> 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	Â	Â	Â EVP and CFO	Â

## Signatures

/s/ Tietjen, John  
W

02/14/2006

\_\_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) Reporting person received an additional 15 shares in his profit sharing plan as a result of reinvestment of dividends held in profit sharing plan and securities issued as a result of stock dividends or splits. Reporting person does not have sole voting and investment power with respect to this security. These shares are held in profit sharing plans as to which he has the power to direct the vote.
  - (2) Reporting person has shared voting and investment power with respect to these securities (to the extent he has not disclaimed ownership thereof), except for 228 shares held in a profit sharing plan, as to which he has the power to direct the vote.
  - (3) 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.
  - (4) Upon termination of ESOP plan shares transferred to main brokerage account.
  - (6) Options became exercisable in installments over a two-year period from date of grant and for a term of 10 years from grant date (first exercisable date listed).
  - (7) Options became exercisable in three installments on the first anniversary of the grant, for a term of 10 years from date of grant (first exercisable date listed).
  - (8) 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).
  - (9) Options become exercisable in three installments commencing on the seventh anniversary of the grant date and for a term of 10 years from grant date (first exercisable date listed).
  - (10) Options become exercisable in two installments commencing on the eighth anniversary of the grant date and for a term of 10 years from grant date (first exercisable date listed).
  - (11) 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).

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