CAPPELLI LOUIS J
Form 5
January 20, 2010

FORM 5

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

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

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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

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

(Last) (First) (Middle)

650 FIFTH AVENUE,Â 4TH FLOOR

(Street)

NEW YORK,Â NYÂ 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)
12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/16/2009	Â	G	12,500	D	$ 0	711,977	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	6,602	I	By IRA
Common Stock	Â	Â	Â	Â	Â	Â	711	I	By Spouse (1)

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 Underlying Securiti (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Non-qualified Stock Option (right to buy)	$ 6.94	Â	Â	Â	Â	Â	02/11/2001	02/11/2010	Common Stock	142,
Non-qualified Stock Option (right to buy)	$ 14.6	Â	Â	Â	Â	Â	02/06/2003	02/06/2012	Common Stock	47,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPELLI LOUIS J 650 FIFTH AVENUE 4TH FLOOR NEW YORK,Â NYÂ 10019	Â X	Â	Â Chairman and CEO	Â

Signatures

Louis J. Cappelli	01/20/2010
**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) Owned beneficially and of record by Virginia M. Cappelli, wife of Louis J. Cappelli. Louis J. Cappelli expressly declares that the filing of ths Annual Statement of Changes shall not be construed as an admission that he is, for the purpose of Section 16 of this Act, the beneficial owner of any of the securities in this note and he hereby disclaims any 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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