

NEW YORK COMMUNITY BANCORP INC  
Form DEF 14A  
April 21, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

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| <input type="checkbox"/> Preliminary proxy statement           | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14-a6(e)(2)) |
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## **New York Community Bancorp, Inc.**

(Name of Registrant as specified in its Charter)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4), and 0-11.
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    - (1) Amount previously paid:
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    - (3) Filing party:
    - (4) Date filed:

April 22, 2011

Fellow Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders of New York Community Bancorp, Inc., the holding company for New York Community Bank and New York Commercial Bank. The Annual Meeting will be held on Thursday, June 2, 2011 at 10:00 a.m., Eastern Daylight Time, at the Sheraton LaGuardia East Hotel, 135-20 39<sup>th</sup> Avenue, Flushing, New York.

The attached Notice and Proxy Statement describe the formal business to be transacted at the Annual Meeting. Directors and officers of New York Community Bancorp, Inc., as well as representatives of KPMG LLP, the Company's independent registered public accounting firm, will be present to respond to any questions you may have.

On April 22, 2011, under rules established by the Securities and Exchange Commission, we sent the majority of those shareholders who are eligible to vote at the Annual Meeting a notice that explains how to access their proxy materials, including our 2010 Annual Report, online, rather than in traditional printed form. The notice also explains the simple steps our eligible shareholders can follow in order to vote their shares online. If you are among the shareholders who received the notice explaining this process and would prefer to receive your proxy materials in the traditional hard copy format, the notice also explains how to arrange to have the printed materials sent to you in the mail. If you are among those who received their proxy materials in printed form, rather than the notice, please note that you may still access these materials and vote your shares online by going to the following website: [www.proxyvote.com](http://www.proxyvote.com).

**To cast your vote, please sign, date, and return the enclosed proxy card promptly, or vote online or by telephone as instructed on the proxy card. As the holders of a majority of the Common Stock entitled to vote must be represented, either in person or by proxy, to constitute a quorum at the meeting, we would appreciate your timely response.**

To be admitted to the Annual Meeting of Shareholders, a shareholder must present both an admission ticket and photo identification. Procedures for shareholder admission to the meeting are described in this proxy statement on page 41, where you also will find information about how you can expedite the delivery of future proxy solicitation materials and help reduce our preparation and distribution costs through online delivery.

On behalf of the Board of Directors, officers, and employees of New York Community Bancorp, we thank you for your continued interest and support.

Sincerely,

Dominick Ciampa

*Chairman of the Board*

Joseph R. Ficalora

*President and Chief Executive Officer*

**NEW YORK COMMUNITY BANCORP, INC.**

**615 Merrick Avenue**

**Westbury, New York 11590**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on June 2, 2011**

The Annual Meeting of Shareholders (the Annual Meeting ) of New York Community Bancorp, Inc. (the Company ) will be held on Thursday, June 2, 2011 at 10:00 a.m., Eastern Daylight Time, at the Sheraton LaGuardia East Hotel, 135-20 39<sup>th</sup> Avenue, Flushing, New York.

The purpose of the Annual Meeting is to consider and vote upon the following matters:

1. The election of five directors to three-year terms;
2. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011;
3. Re-approval of the New York Community Bancorp, Inc. Management Incentive Compensation Plan, which was originally approved by shareholders in 2006, and the material terms of which are described in the accompanying Proxy Statement;
4. Re-approval of the New York Community Bancorp, Inc. 2006 Stock Incentive Plan, which was originally approved by shareholders in 2006, and the material terms of which are described in the accompanying Proxy Statement;
5. Approval, on a non-binding advisory basis, of New York Community Bancorp, Inc.'s Named Executive Officer compensation;
6. To provide a non-binding advisory vote on the frequency with which the advisory vote on the Named Executive Officer compensation shall occur; and
7. Such other matters as may properly come before the meeting or any adjournments thereof, including whether or not to adjourn the meeting.

The Board of Directors has established April 7, 2011 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, the Annual Meeting and at any adjournments thereof. Only shareholders of record as of the close of business on that date will be entitled to vote at the Annual Meeting or at any adjournments thereof. In the event that there are not sufficient shares present to constitute a quorum, or votes to approve or ratify any of the foregoing proposals, at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies by the Company. A list of shareholders entitled to vote at the Annual Meeting will be available for

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inspection at the offices of the Company at 615 Merrick Avenue, Westbury, New York 11590, for a period of ten days prior to the Annual Meeting and will also be available for inspection at the meeting.

By Order of the Board of Directors,

R. Patrick Quinn  
*Executive Vice President,*

*Chief Corporate Governance Officer,*

*and Corporate Secretary*

Westbury, New York

April 22, 2011

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON JUNE 2, 2011:**

The Proxy Statement and Annual Report to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).

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NEW YORK COMMUNITY BANCORP, INC.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

JUNE 2, 2011

**Solicitation and Voting of Proxies**

This proxy statement is being furnished to shareholders of New York Community Bancorp, Inc. (the "Company") in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or "Board") to be voted at the Annual Meeting of Shareholders (the "Annual Meeting") to be held on Thursday, June 2, 2011, and at any adjournments thereof. This proxy statement is being mailed to shareholders on or about April 22, 2011. The 2010 Annual Report on Form 10-K, including consolidated financial statements for the fiscal year ended December 31, 2010, accompanies this proxy statement.

As has been the case since 2008, the Company is taking advantage of Securities and Exchange Commission ("SEC") rules that allow companies to furnish proxy materials to shareholders via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to its shareholders of record and beneficial owners, unless they have directed the Company to provide the materials in a different manner. The Notice provides instructions on how to access and review all of the important information contained in the Company's Proxy Statement and Annual Report to Shareholders, as well as how to cast a vote, over the Internet. Shareholders who receive the Notice and who would still like to receive a printed copy of the Company's proxy materials can find instructions for requesting these materials included in the Notice. The Company plans to mail the Notice to shareholders by April 22, 2011.

It is important that holders of at least a majority of the shares eligible to be voted be represented in person or by proxy at the Annual Meeting. Regardless of the number of shares of Company common stock (the "Common Stock") owned, shareholders are requested to vote by completing, signing and dating the enclosed proxy card and returning it in the enclosed postage-paid envelope. Shareholders are urged to indicate their votes in the spaces provided on the proxy card. **Proxies solicited by the Board of Directors of the Company will be voted in accordance with the directions given therein. If you are a shareholder of record and no instructions are indicated, signed and dated proxy cards will be voted FOR the election of the nominees for director named in this proxy statement, FOR the ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company, FOR re-approval of the New York Community Bancorp, Inc. Management Incentive Compensation Plan, FOR re-approval of the New York Community Bancorp, Inc. 2006 Stock Incentive Plan, FOR approval of the Named Executive Officer compensation, and FOR the three year frequency option for the Company to hold a shareholder vote to approve its Named Executive Officer compensation.**

Alternatively, shareholders of record may vote their shares of Common Stock over the Internet, or by calling a specially designated toll-free telephone number. The Internet and telephone voting procedures are designed to authenticate shareholders' identities, and to allow shareholders to provide both their voting instructions and confirm that said instructions have been properly recorded. Specific instructions for shareholders of record who wish to vote their proxies over the Internet or by telephone are set forth on the enclosed proxy card.

Please be aware that if you vote over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible. The Internet and telephone voting facilities for eligible shareholders of record will close at 11:59 p.m., Eastern Daylight Time, on June 1, 2011.

Other than the matters listed on the attached Notice of Annual Meeting of Shareholders, the Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. **However, execution of a proxy or voting online or by telephone confers on the designated proxy holders discretionary authority to vote the shares represented by the proxy in accordance with their best judgment on such other business, if any, that may properly come before the Annual Meeting or any adjournments thereof, including whether or not to adjourn the meeting.**

A proxy may be revoked at any time prior to its exercise by filing a written notice of revocation with the Corporate Secretary of the Company, by delivering to the Company a duly executed proxy bearing a later date, by voting online or by telephone on a later date, or by attending the Annual Meeting and voting in person.

The cost of the solicitation of proxies on behalf of management will be borne by the Company. In addition to the solicitation of proxies by mail, Phoenix Advisory Partners, a proxy solicitation firm, will assist the Company in soliciting proxies for the Annual Meeting and will be paid a fee of \$8,500 plus out-of-pocket expenses. Proxies also may be solicited, personally or by telephone, by directors, officers, and other employees of the Company and its subsidiaries, New York Community Bank (the Community Bank ) and New York Commercial Bank (the Commercial Bank ) (collectively, the Banks ), without receipt of additional compensation. The Company also will request that persons, firms, and corporations holding shares in their names, or in the names of their nominees that are beneficially owned by others, send proxy materials to, and obtain proxies from, such beneficial owners. The Company will reimburse such holders for their reasonable expenses in doing so. If your Company shares are held in street name, your broker, bank, or other nominee will provide you with instructions that must be followed in order to have your shares voted. Your broker or bank may allow you to deliver your voting instructions via the Internet or by telephone. Please see the instruction form that was provided by your broker or bank with this proxy statement. If you wish to change your voting instructions after you have returned your voting instruction form, you will need to contact your broker or bank. **If you wish to vote your shares of Common Stock in person at the Annual Meeting, you will need to get a written proxy in your name from the broker, bank, or other nominee who holds your shares.**

#### Voting Securities

The securities that may be voted at the Annual Meeting consist of shares of Common Stock, with each share entitling its owner to one vote on all matters to be voted on at the Annual Meeting, except as described below. There is no cumulative voting for the election of directors.

The close of business on April 7, 2011 has been fixed by the Board of Directors as the record date (the Record Date ) for the determination of shareholders of record entitled to receive notice of, and to vote at, the Annual Meeting and at any adjournments thereof. The total number of shares of Common Stock outstanding and entitled to vote on the Record Date was 437,342,349.

As provided in the Company's Certificate of Incorporation, holders of Common Stock who beneficially own in excess of 10% of the outstanding shares of Common Stock (the Limit ) are not entitled to any vote with respect to the shares held in excess of the Limit. A person or entity is deemed to beneficially own shares owned by an affiliate of, as well as by, persons acting in concert with such person or entity. The Company's Certificate of Incorporation authorizes the Board of Directors (i) to make all determinations necessary to implement and apply the Limit, including determining whether persons or entities are acting in concert, and (ii) to demand that any person who is reasonably believed to beneficially own stock in excess of the Limit supply information to the Company to enable the Board of Directors to implement and apply the Limit.

The presence, in person or by proxy, of the holders of record of at least a majority of the total number of shares of Common Stock entitled to vote (after subtracting any shares in excess of the Limit pursuant to the Company's Certificate of Incorporation) is necessary to constitute a quorum at the Annual Meeting. In the event that there are not sufficient shares present for a quorum, or votes to approve or ratify any proposal at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit the further solicitation of proxies.

As to the election of directors (Proposal 1), the proxy card being provided by the Board of Directors enables a shareholder to vote for the election of the nominees proposed by the Board of Directors or to withhold authority to vote for one or more of the nominees being proposed. Directors are elected by a plurality of votes cast, without regard to either (i) broker non-votes or (ii) proxies as to which authority to vote for one or more of the nominees being proposed is withheld.

If you hold your shares in street name it is critical that you cast your vote if you want it to count in the election of directors. In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your bank or broker was allowed to vote those shares on your behalf in the election of directors as they felt appropriate. Recent changes in regulation were made to take away the ability of your bank or broker to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of directors, no votes will be cast on your behalf. These are referred to as broker non-votes. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of the Company's independent registered public accounting firm. If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the annual meeting.

As to the ratification of the appointment of the independent registered public accounting firm (Proposal 2), the proxy card being provided by the Board of Directors enables a shareholder to check the appropriate box on the proxy card to (i) vote FOR the proposal, (ii) vote AGAINST the proposal, or (iii) ABSTAIN from voting on the proposal.

As to the re-approval of the Company's Management Incentive Compensation Plan (Proposal 3), the proxy card being provided by the Board of Directors enables a shareholder to check the appropriate box on the proxy card to (i) vote FOR the proposal, (ii) vote AGAINST the proposal, or (iii) ABSTAIN from voting on the proposal.

As to the re-approval of the Company's 2006 Stock Incentive Plan (Proposal 4), the proxy card being provided by the Board of Directors enables a shareholder to check the appropriate box on the proxy card to (i) vote FOR the proposal, (ii) vote AGAINST the proposal, or (iii) ABSTAIN from voting on the proposal.

As to the advisory approval of the 2010 Named Executive Officer compensation (Proposal 5), the proxy card being provided by the Board of Directors enables a shareholder to check the appropriate box on the proxy card to (i) vote FOR the proposal, (ii) vote AGAINST the proposal, or (iii) ABSTAIN from voting on the proposal.

As to the advisory vote to determine the frequency with which the Company will hold a stockholder vote to approve its Named Executive Officer compensation (Proposal 6), the proxy card being provided by the Board of Directors enables a shareholder to check the appropriate box on the proxy card to (i) 1 Year, (ii) 2 Years, (iii) 3 Years, or (iv) ABSTAIN from voting on the proposal.

An affirmative vote of a majority of the shares of Common Stock cast at the Annual Meeting at which a quorum is present, in person or by proxy, is required to constitute shareholder ratification of Proposals 2, 3, 4, 5, and 6. In connection with such proposals, shares as to which the ABSTAIN box has been selected on the proxy card and shares underlying broker non-votes or in excess of the Limit will not be counted as votes cast, and will have no effect on the vote on the matter presented.

Proxies solicited hereby will be tabulated by inspectors of election designated by the Board of Directors. The inspectors of election will not be employed by, or be directors of, the Company or any of its affiliates.



**Security Ownership of Certain Beneficial Owners**

The following table sets forth information as to those persons or entities known by management to be beneficial owners of more than 5% of the outstanding shares of Common Stock on April 7, 2011. Other than those persons or entities listed below, the Company is not aware of any person or entity or group that beneficially owned more than 5% of the Common Stock as of April 7, 2011.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Capital World Investors, a division of Capital Research and Management Company		
333 South Hope Street		
Los Angeles, California 90071	27,650,000 <sup>(1)</sup>	6.30%
BlackRock, Inc.		
40 East 52 <sup>nd</sup> Street		
New York, New York 10022	27,282,657 <sup>(2)</sup>	6.26%

(1) Based solely on information filed in a Schedule 13G/A with the SEC on February 11, 2011.

(2) Based solely on information filed in a Schedule 13G/A with the SEC on February 7, 2011.

**PROPOSALS TO BE VOTED ON AT THE MEETING**

**PROPOSAL 1.**

**ELECTION OF DIRECTORS**

All persons standing for election as directors were unanimously nominated by the Nominating and Corporate Governance Committee of the Board of Directors. No person being nominated as a director is being proposed for election pursuant to any agreement or understanding between any such person and the Company.

The Board of Directors currently consists of thirteen (13) members. All directors presently serve as directors of the Company, the Community Bank, and the Commercial Bank. Directors of the Company Board are elected for staggered terms of three years each, with the term of office of one of the three classes of directors expiring each year. Directors serve until their successors are elected and qualified.

The nominees proposed for election at this year's Annual Meeting are Dominick Ciampa, William C. Frederick, M.D., Max L. Kupferberg, Spiros J. Voutsinas, and Robert Wann.

The Nominating and Corporate Governance Committee approved and recommended to the Board of Directors the director nominees standing for election at the Annual Meeting. All of the nominees proposed for election at the Annual Meeting are current members of the Board, and the Company received no nominations from shareholders for the election of directors to the Board.

In the event that any such nominee is unable to serve or declines to serve for any reason, it is intended that the proxies will be voted for the election of such other person as may be designated by the Nominating and Corporate Governance Committee of the Board of Directors. The Board of Directors has no reason to believe that any of the persons named will be unable or unwilling to serve. **Unless authority to vote for the nominee is withheld, it is intended that the shares represented by the enclosed proxy card, if executed, dated, and returned, will be voted FOR the election of the nominees proposed by the Board of Directors.**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF THE NOMINEES NAMED IN THIS PROXY STATEMENT.**

**Information with Respect to the Nominees, Continuing Directors, and Executive Officers**

The following table sets forth, as of April 7, 2011, the names of the nominees, continuing directors, and executive officers of the Company, their ages and, as applicable, the year in which each Board member became a director and the year in which his or her term (or in the case of the nominees, their proposed terms) as director of the Company expire. The table also sets forth the amount and percentage of Common Stock beneficially owned by each director and executive officer and by all directors and executive officers as a group as of April 7, 2011.

Name	Age	Director Since <sup>(1)</sup>	Shares of Common Stock Beneficially Owned <sup>(2)</sup>	Percent of Class
<b>Nominees for Directors</b>				
<b>(whose terms expire in 2014):</b>				
<i>Dominick Ciampa</i>	77	1995	1,052,135 <sup>(3,4)</sup>	0.24%
<i>William C. Frederick, M.D.</i>	83	2001	364,329 <sup>(3,4,7)</sup>	0.08%
<i>Max L. Kupferberg</i>	91	1983	3,471,419 <sup>(3,4)</sup>	0.91%
<i>Spiros J. Voutsinas</i>	77	2003	192,306 <sup>(6,7)</sup>	0.04%
<i>Robert Wann</i>	56	2008	2,791,192 <sup>(4,5,6)</sup>	0.62%
<b>Directors whose terms expire in 2013:</b>				
<i>Michael J. Levine</i>	66	2004	365,693 <sup>(4,6)</sup>	0.08%
<i>The Honorable Guy V. Molinari</i>	82	2004	34,277 <sup>(4)</sup>	0.01%
<i>John M. Tsimbinos</i>	73	2003	1,502,785 <sup>(3,4)</sup>	0.39%
<b>Directors whose terms expire in 2012:</b>				
<i>Maureen E. Clancy</i>	79	2003	136,118 <sup>(3,4)</sup>	0.03%
<i>Robert S. Farrell</i>	85	2001	363,069 <sup>(3,4)</sup>	0.08%
<i>Joseph R. Ficalora</i>	64	1989	6,566,616 <sup>(3,4,5,6)</sup>	1.45%
<i>James J. O Donovan</i>	68	2003	2,563,641 <sup>(3,4,5)</sup>	0.58%
<i>Hanif W. Dahya</i>	55	2007	60,000 <sup>(3,6)</sup>	0.01%
<b>Executive Officers Who Are Not Directors:</b>				
<i>Thomas R. Cangemi</i>	42		790,516 <sup>(3,5,6,7)</sup>	0.17%
<i>James J. Carpenter</i>	50		307,551 <sup>(3,4,5,6)</sup>	0.07%
<i>John J. Pinto</i>	40		334,207 <sup>(4,5,6)</sup>	0.07%
All directors and executive officers as a group (16 persons)			20,895,854	4.86%

(1) Includes years of service as a trustee or director of the Community Bank.

(2) Each person effectively exercises sole (or shares with spouse or other immediate family member) voting or dispositive power as to shares reported herein (except as noted). Figures include all of the shares held directly and indirectly by directors and the Company's executive officers, as well as the shares underlying options that have been granted to, and are currently exercisable or exercisable within 60 days by, such directors and executive officers under the Company's various stock-based and other benefit plans.

(3) Includes the following shares that are owned by spouses of the named nominees, continuing directors, and executive officers or held in individual retirement accounts, trusts accounts, custodian accounts, or foundation accounts for which the directors and the executive officers are deemed beneficial owners: Mr. Ciampa 791,731; Mrs. Clancy 22,581; Mr. Dahya 25,000; Mr. Farrell 54,247; Mr. Ficalora 300,863; Dr. Frederick 12,240; Mr. Kupferberg 2,404,312; Mr. O Donovan 5,318; Mr. Tsimbinos 704,069; Mr. Cangemi 60,335; and Mr. Carpenter 16,166. Mr. Kupferberg's holdings indicated above also include shares held through a partnership and a limited liability company.

(4) Includes the following shares underlying options granted under the Company's stock-based and other benefit plans, all of which are currently exercisable or exercisable within 60 days: Mr. Ciampa 216,000; Mrs. Clancy 33,389; Mr. Farrell 45,333; Mr. Ficalora 2,052,511; Dr. Frederick 45,333; Mr. Kupferberg 261,333; Mr. Levine 153,333; Mr. Molinari 11,852; Mr. O Donovan 1,351,289; Mr. Tsimbinos 33,389; Mr. Wann 1,351,289; Mr. Carpenter 41,333; and

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Mr. Pinto 120,000.

- (5) Includes the following shares allocated under the NYCB Employee Stock Ownership Plan ( ESOP ): Mr. Ficalora 397,903; Mr. O Donovan 259,738; Mr. Wann 259,308; Mr. Cangemi 33,166; Mr. Carpenter 36,130; and Mr. Pinto 28,890, as well as shares acquired in Messrs. Ficalora s, Cangemi s, and Pinto s ESOP accounts pursuant to dividend reinvestment. Also includes 169,567; 679,544; and 201,201 shares allocated under the Community Bank s Supplemental Benefits Plan to the accounts of Messrs. Wann,

Ficalora, and O Donovan, respectively, as well as shares acquired by Messrs. Wann, Ficalora, and O Donovan in such accounts pursuant to dividend reinvestment. Includes shares held by the trustee of the New York Community Bancorp, Inc. Employee Savings Plan for the accounts of the following officers: Mr. Ficalora 418,837; Mr. Wann 81,929; Mr. O Donovan 84,749; Mr. Cangemi 86,084; Mr. Carpenter 7,162; and Mr. Pinto 26,509; as well as shares acquired in Messrs. Ficalora's, Cangemi's, Carpenter's and Pinto's accounts pursuant to dividend reinvestment.

(6) Includes the following shares of unvested restricted stock awarded under the New York Community Bancorp, Inc. 2006 Stock Incentive Plan: Mr. Ciampa 25,000; Mr. Dahya 16,000; Mr. Ficalora 400,000; Mr. Levine 21,000; Mr. O Donovan 10,000; Mr. Voutsinas 49,000; Mr. Wann 184,000; Mr. Cangemi 142,000; Mr. Carpenter 127,600; and Mr. Pinto 80,000.

(7) Dr. Frederick and Messrs. Voutsinas and Cangemi have pledged 334,115, 116,722, and 431,729 shares of Common Stock, respectively, pursuant to margin account arrangements. The margin balances outstanding, if any, pursuant to such arrangements may vary from time to time.

#### **Director Qualifications and Business Experience**

**Dominick Ciampa.** Mr. Ciampa is a Principal and Partner in the Ciampa Organization, a Queens-based real estate development firm founded in 1975. Mr. Ciampa was appointed Chairman of the Board of the Company and the Banks on December 21, 2010. In addition, Mr. Ciampa served as the President of the Queens Chamber of Commerce from 1989 to 1991. Mr. Ciampa's combined experience with the Company, and in leading a large commercial real estate development organization with significant ownership interests in our market areas, brings valuable insight to the Board in overseeing, among other matters, a wide range of banking and real estate matters, in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**William C. Frederick, M.D.** Dr. Frederick was affiliated with St. Vincent's Hospital on Staten Island for 36 years until his retirement in 1997, and was Director of Surgery from 1966 to 1978. Dr. Frederick's experience with the Company and prior experience serving on the Board of Richmond County Financial Corp., combined with his experience in the healthcare industry and leadership skills, bring a unique perspective to the Board in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Max L. Kupferberg.** Mr. Kupferberg is Chairman of the Board of Kepco, Inc., a manufacturer of electrical equipment. Mr. Kupferberg's 27 years of experience with the Company, combined with his extensive experience as Chairman of his own company, bring valuable business and leadership skills and financial acumen to the Board in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Spiros J. Voutsinas.** Mr. Voutsinas was named President of the Commercial Bank's Atlantic Bank Division on April 28, 2006. Mr. Voutsinas was the President of Omega Capital, Inc., a real estate development and syndication firm from November 1988 to March 2007, and a general partner of Omega Partners LP, a money management firm specializing in bank stocks, from 1991 to 2005. Mr. Voutsinas is also a Director of Peter B. Cannell & Co., Inc., an investment advisory firm affiliated with the Company. Mr. Voutsinas' experience with the Company and contributions as the President of the Atlantic Bank division of New York Commercial Bank, combined with his prior extensive banking experience with Roslyn Bancorp, TR Financial Corp., and Apple Bank, bring valuable insight and management and leadership skills to the Board, as well as a wealth of knowledge in all areas of the Company's banking business. This experience and skill also contribute to the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Robert Wann.** Mr. Wann has been the Senior Executive Vice President and Chief Operating Officer of the Company since 2003. Prior to his appointment as Chief Operating Officer, Mr. Wann spearheaded the Finance Division of the Company. Mr. Wann joined the Company in 1982; was named Comptroller in 1989; and was appointed Chief Financial Officer in 1991. Mr. Wann is a key member of the management team that led the Company's conversion to stock form in 1993. Mr. Wann played and continues to play, a crucial role in the development and growth of the Company, including in connection with numerous strategic business combinations it has undertaken.

With over 29 years experience at the Company, Mr. Wann has a deep understanding and thorough knowledge of the Company, its operating companies, and its lines of business. Mr. Wann has consistently demonstrated his leadership abilities and his commitment to the Company through his long service in numerous roles. Mr. Wann's extensive financial and operating experience, commitment, knowledge, and leadership make him well-suited to serve on the Board and contribute to the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Maureen E. Clancy.** Mrs. Clancy is Chief Financial Officer and Owner of Clancy & Clancy Brokerage Ltd., an insurance agency. Mrs. Clancy's experience with the Company and prior experience serving on the Boards of Roslyn Bancorp, TR Financial Corp., and Roosevelt Savings Bank, combined with her extensive experience in the insurance industry, risk management and leadership skills, knowledge of our market, and sensitivity to the economy, brings valuable insight and individual qualities to our Board in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Hanif Wally Dahya.** Mr. Dahya is the Chief Executive Officer of The Y Company LLC, a private investment firm that focuses on emerging-market companies in the information, communications, financial, and the environmental services industries. The company is involved in distressed assets in the emerging markets. Prior to forming The Y Company, Mr. Dahya spent fourteen years on Wall Street, having started his career in investment banking at E.F. Hutton and Co., Inc. Thereafter, Mr. Dahya was Managing Director at L.F. Rothschild Co. Inc., headed the Mortgage-Backed Securities Group at UBS Securities Inc., and was a partner at Sandler O'Neill + Partners LLC.

Mr. Dahya is a graduate of Harvard Business School and attained his undergraduate degree at Loughborough University of Technology in the United Kingdom. With his extensive financial experience in investments, capital markets, asset liability management, emerging markets, real estate, and bank and thrift investments, Mr. Dahya provides the Board with valuable insight on these and others matters that are beneficial to the Company in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Robert S. Farrell.** Mr. Farrell is President of H.S. Farrell, Inc., a Staten Island-based building supply company. Mr. Farrell brings to the Board years of business leadership and management experience from having served as President of his building supply business, thereby providing him a unique perspective on many management concerns, economic issues, and sensitivity to the New York real estate market. This unique perspective, coupled with 37 years of combined experience serving as a member of the boards of Richmond County Financial Corp., Richmond County Savings Bank, the Company, and its subsidiary Banks, provides the Board with valuable insight in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**Joseph R. Ficalora.** Mr. Ficalora has been President and Chief Executive Officer and a Director of the Company since its inception on July 20, 1993, and Chief Executive Officer of the Community Bank and Commercial Bank since January 1, 1994 and December 30, 2005, respectively. On January 1, 2007, Mr. Ficalora was appointed Chairman of the Board of the Company and the Banks, a position he held until December 21, 2010. In addition, Mr. Ficalora has served as President of the Commercial Bank since its inception on December 30, 2005.

Since 1965, when he joined the Bank, Mr. Ficalora has held increasingly responsible positions, crossing all lines of its operations. Prior to his appointment to President and Chief Executive Officer in 1994, Mr. Ficalora had served as President and Chief Operating Officer of the Bank beginning in October 1989 and previously as Executive Vice President, Comptroller, and Secretary.

A graduate of Pace University with a degree in business and finance, Mr. Ficalora provides leadership to several professional banking organizations. He was recently elected to the Board of Directors of the American Bankers Association (ABA), and serves on its American Bankers Council as well as its Budget Committee. A director of the New York Bankers Association (NYBA) and Chairman of its Metropolitan Area Division, Mr. Ficalora also serves on the Boards of Directors of the Federal Home Loan Bank of New York, RSI Retirement Trust, and on the Boards of two active subsidiaries of the Company, Standard Funding Corp., a premium finance company, and Peter B. Cannell & Co., Inc., an investment advisory firm. In addition, Mr. Ficalora is President of the Queens Borough Public Library and the Queens Library Foundation Board and serves on the boards of directors of the New York Hall of Science, New York Hospital-Queens, and Flushing Cemetery, and on the Advisory Council of the Queens Museum of Art. Mr. Ficalora is a former member of both the Thrift Institutions Advisory Council of the Federal Reserve Board in Washington and the Federal Reserve Bank of New York Thrift Institutions Advisory Panel.

Mr. Ficalora's experience in leading the Company and the Banks, his responsibilities for the strategic direction and management of the Company's day-to-day operations, and his roles on the Boards of the aforementioned professional banking organizations and advisory councils bring broad industry and specific institutional knowledge and experience to the Board.

**Michael J. Levine, C.P.A.** Mr. Levine is the President of Norse Realty Group, Inc. and Affiliates as well as a certified public accountant with the firm Levine & Schmutter. With his years of financial and managerial experience, Mr. Levine brings to the Board of Directors demonstrated management ability and fiscal responsibility at a senior level and an extensive knowledge of our lending business, including the New York real estate market. In addition, as President of the Norse Realty Group, Inc. and Affiliates, Mr. Levine has insight into the operational requirements of a large company. Finally, as a certified public accountant and Chairman of the Board's Audit Committee and Risk Assessment Management Committee, Mr. Levine has valuable experience in dealing with accounting principles, financial reporting rules, and regulations; evaluating financial results; and overseeing the financial reporting process of a large corporation.

**The Honorable Guy V. Molinari.** A well known leader on Staten Island, Mr. Molinari served as Richmond County Borough President from 1989 through 2001; as United States Congressman from 1981 to 1989; and as New York State Assemblyman from 1975 through 1980. In addition, he served as Chairman of the Federal Home Loan Bank of New York from 1990 to 1994. Mr. Molinari has been the Managing Partner of The Molinari Group, a legal consulting firm, since December 2002, and Of Counsel to the law firm of Russo Scamardella & D'Amato since December 2002. With his extensive experience in the legal field, local and national government, and his intimate familiarity with significant portions of our market area, Mr. Molinari brings a unique perspective to the Board on both legal and governmental issues, and provides valuable regulatory and risk management insight to the Board.

**James J. O'Donovan.** From October 31, 2003 through January 31, 2005, Mr. O'Donovan served as Senior Executive Vice President and Chief Lending Officer of the Company and New York Community Bank, having previously held the titles of Executive Vice President from 2000 and Senior Vice President from 1987. A senior lending consultant to the Company and the Community Bank since February 1, 2005, Mr. O'Donovan continues to be active in the Company's lending activities today.

Mr. O'Donovan's experience as a former executive officer of the Company and current Chairman of the Mortgage and Real Estate Committee of the Community Bank Board not only brings valuable management and leadership skills, extensive industry knowledge, and business experience to the Board, but also a beneficial insight in overseeing critical matters to the Company's lending businesses. Mr. O'Donovan's experience and contributions furthers the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company.

**John M. Tsimbinos.** As the former Chairman of the Board, Chief Executive Officer, and President of Roslyn Bancorp, Inc. Roosevelt Savings Bank, and TR Financial Corp., Mr. Tsimbinos offers a wealth of management experience, business understanding, and knowledge of banking regulations along with a deep

understanding of the role of the Board of Directors. Mr. Tsimbinos' prior experience as a senior executive officer of a publicly traded bank holding company also has given him front-line exposure to many of the issues facing the Company as well as extensive valuable experience in overseeing, among other matters, the Company's banking business.

#### **Business Experience of Executive Officers**

**Thomas R. Cangemi.** Senior Executive Vice President and Chief Financial Officer of the Company and the Community Bank since April 5, 2005, and Senior Executive Vice President and Chief Financial Officer of the Commercial Bank from December 30, 2005; Senior Executive Vice President, Capital Markets Group of the Company and the Community Bank from October 31, 2003 to April 5, 2005; Executive Vice President, Capital Markets Group of the Company and the Community Bank from July 31, 2001 to October 31, 2003; Executive Vice President and Chief Financial Officer of Richmond County Financial Corp. and Richmond County Savings Bank from October 1997 to July 2001.

**James J. Carpenter.** Senior Executive Vice President and Chief Lending Officer of the Company and the Community Bank since January 1, 2006, and Senior Executive Vice President of the Commercial Bank from December 30, 2005; Executive Vice President and Chief Lending Officer of the Community Bank from February 1, 2005 to December 31, 2005; Executive Vice President and Assistant Chief Lending Officer of the Community Bank from January 1, 2003 to February 1, 2005; Senior Vice President, Mortgage Lending Officer of the Community Bank from November 30, 2000 to January 1, 2003; Senior Vice President responsible for Multi-Family and Commercial Real Estate Lending for Haven Bancorp, Inc. and CFS Bank prior to November 30, 2000.

**John J. Pinto.** Executive Vice President and Chief Accounting Officer of the Company since April 5, 2005; Executive Vice President of the Community Bank from January 1, 2006, and Executive Vice President of the Commercial Bank from December 30, 2005; Executive Vice President and Chief Accounting Officer of the Community Bank from April 5, 2005 to December 31, 2005; First Senior Vice President and Assistant Director of Capital Markets of the Community Bank from November 1, 2003 to April 5, 2005; Senior Vice President and Assistant Director of Capital Markets of the Community Bank from July 31, 2001 to October 31, 2003; Senior Vice President and General Auditor of Richmond County Financial Corp. and Richmond County Savings Bank prior to July 31, 2001.

#### **Meetings and Committees of the Board of Directors**

The Board of Directors of the Company conducts its business through periodic meetings and through the activities of its committees. In 2010, the Board held twelve (12) meetings. Each director of the Company attended at least 75% of the aggregate number of meetings of the Board and committees on which such director served during fiscal year 2010. Board members are expected to make reasonable efforts to attend all Board meetings and all meetings of the Board committees on which they serve. Absences are excused only for good cause. The following describes the nature and composition of the Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee of the Board of Directors.

**Audit Committee.** The Audit Committee of the Board consists of Messrs. Levine (Chairman), Kupferberg, Farrell, Frederick, and Ciampa, all of whom meet the independence criteria for audit committee members in accordance with the listing standards of the New York Stock Exchange and the rules of the SEC. Mr. Ciampa is an *ex officio* member of the Audit Committee. The Board of Directors has determined that Mr. Levine is an audit committee financial expert under the rules of the SEC. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities, including with respect to review and, as applicable, approval of (1) the integrity of the Company's financial statements; (2) the Company's compliance with applicable legal and regulatory requirements; (3) the independent registered public accounting firm's qualifications and independence; (4) the performance of the Company's internal audit function and independent auditors; (5) the system of internal controls relating to financial reporting, accounting, legal compliance, and ethics established by



management and the Board; and (6) the Company's internal and external auditing processes. This Committee meets with the Company's and the Community and Commercial Bank's internal auditors to review the performance of the internal audit function. The Audit Committee met twelve (12) times in 2010. A detailed list of the Committee's functions is included in its written charter adopted by the Board of Directors, a copy of which is available free of charge on the corporate governance pages of our website at [www.myNYCB.com](http://www.myNYCB.com) and is available in print to any shareholder who requests a copy.

**Nominating and Corporate Governance Committee.** The Company's Nominating and Corporate Governance Committee consists of Messrs. Levine (Chairman), Dahya, Farrell, Kupferberg, Molinari, and Tsimbinos, Ms. Clancy, and Dr. Frederick, all of whom are independent in accordance with the listing standards of the New York Stock Exchange. The Committee considers and recommends the nominees for director to stand for election at the Company's Annual Meeting of Shareholders.

In evaluating and recommending nominees for positions on the Board of Directors, the Nominating and Corporate Governance Committee may, but is not required to, consider nominees proposed by management, and will also consider nominees recommended by shareholders. Upon receipt of a nomination, the Committee evaluates candidates based on, among other things, criteria identified by the Board from time to time, including factors relative to the overall composition of the Board and such other factors as the Committee deems appropriate, such as a potential candidate's business experience, specific areas of expertise, skill, and background. When identifying nominees to serve as director, the Nominating and Corporate Governance Committee seeks to create a Board that is strong in its collective knowledge and has a diversity of skills and experience with respect to accounting and finance, management and leadership, vision and strategy, business operations, business judgment, industry knowledge, and corporate governance. Upon approval of a nominee, the Nominating and Corporate Governance Committee recommends that the Board select such candidate for appointment to fill a vacancy and/or for nomination to be elected by the shareholders. The procedures to be followed by shareholders in recommending director candidates to the Nominating and Corporate Governance Committee are included in this proxy statement. See *Corporate Governance Procedures to be Followed by Shareholders in Recommending Director Candidates*.

The Nominating and Corporate Governance Committee held two (2) meetings during 2010. The Nominating and Corporate Governance Committee acts under a written charter adopted by the Board of Directors, a copy of which is available, free of charge, on the corporate governance pages of the Company's website at [www.myNYCB.com](http://www.myNYCB.com), and is available in print to any shareholder who requests a copy.

**Compensation Committee.** The Compensation Committee of the Board of Directors consists of Ms. Clancy (Chairperson), Messrs. Kupferberg, Farrell, and Levine, all of whom are independent in accordance with the listing standards of the New York Stock Exchange, and Mr. Ciampa, who is an *ex officio* member of the Committee. This committee meets to establish compensation for the executive officers and to review the Company's incentive compensation programs when necessary. See *Compensation Discussion and Analysis* for further information on the Company's processes and procedures for the consideration and determination of executive and director compensation. The Compensation Committee met five (5) times in 2010, including two executive sessions attended by Committee members only. The Compensation Committee acts under a written charter adopted by the Board of Directors, a copy of which is available, free of charge, on the corporate governance pages of the Company's website at [www.myNYCB.com](http://www.myNYCB.com), and is available in print to any shareholder who requests a copy.

**Attendance at Annual Meetings.** The Board of Directors expects all directors to attend the Annual Meeting of Shareholders. All of the current Board members attended the 2010 Annual Meeting of Shareholders held on June 3, 2010.

**Directors Compensation**

The following table provides details of the compensation received by non-employee directors of the Company during the 2010 fiscal year. Directors who are also employees do not receive separate compensation for service on the Board. The table excludes perquisites, which did not exceed \$10,000 in the aggregate for any director.

	Fees Earned or Paid in Cash (\$)	All Other Compensation \$( <sup>1</sup> )	Total (\$)
<b>Non-employee Directors</b>			
Donald M. Blake <sup>(2)</sup>	153,000	168	153,168
Dominick Ciampa	204,000	168	204,168
Maureen E. Clancy	87,500	168	87,668
Hanif Dahya	120,500	9,418	129,918
Robert S. Farrell	98,000	168	98,168
William C. Frederick, MD	85,000	168	85,168
Max L. Kupferberg	183,500	168	183,668
Michael J. Levine	288,600	8,168	296,768
Hon. Guy V. Molinari	83,000	1,043	84,043
John M. Tsimbinos	186,300	168	186,468

(1) For all directors, except Messrs. Dahya, Levine and Molinari, the reported amount represents premiums paid under certain life insurance policies maintained by the Company for the benefit of each of the Directors. For Messrs. Dahya, Levine and Molinari, the reported amount includes life insurance premiums (\$168) and dividends received on unvested restricted stock as follows: Mr. Dahya (\$9,250), Mr. Levine (\$8,000), and Mr. Molinari (\$875).

(2) Mr. Blake retired from the Board of the Company in February 2011.

**Director Fees.** In 2010, non-employee directors of the Company received an annual retainer of \$46,000 and a fee of \$2,500 per Board meeting attended. Non-employee directors also received fees ranging from \$500 to \$1,500 for each committee meeting attended. Committee chairpersons receive fees ranging from \$1,000 to \$10,000 per meeting. The Chairman of the Audit Committee also receives an annual retainer of \$20,000 for his service in such capacity. Additionally, members of the Mortgage and Real Estate Committee of the Community Bank Board of Directors or the Credit Committee of the Commercial Bank Board of Directors who perform inspections of properties offered as security for the respective Banks' loans, in accordance with the Community Bank's and Commercial Bank's lending policies, also receive a fee of \$1,200 per half-day inspection and \$1,800 per full-day inspection.

**Directors' Deferred Fee Plan.** The Community Bank maintains a deferred fee stock unit plan to provide an opportunity for those members of the Board of Directors of the Community Bank who were active in such capacity on the effective date of the plan to defer the receipt of fees otherwise currently payable to them, in exchange for the receipt (at the time they cease to serve as directors) of shares of the Company's Common Stock having a value equal to the amount of such deferred benefit, thus providing the Community Bank with the use of the funds for business activities. The deferral of fees under the plan applies to all fees received by directors, including regular meeting fees, special meeting fees, and committee fees.

**Outside Directors' Consultation and Retirement Plan.** The Community Bank maintains the Outside Directors' Consultation and Retirement Plan to provide benefits to certain outside directors who served on the board of Queens County Savings Bank to ensure their continued service and assistance in the conduct of the Community Bank's business. Under the plan, a director who is not currently an officer or employee of the Community Bank and who has served as a director for at least ten (10) years (with credit given for prior service as a trustee of the Community Bank), has attained the age of 65, and agrees to provide continuing consulting services to the Community Bank, will be eligible, upon retirement, to receive an annual benefit equal to the average of the director's annual retainer and meeting fees over the 36-month period preceding the director's termination date, for a period equal to the lesser of the number of months for which such director agrees to provide consulting services after retirement, or ten years. The plan is unfunded. Directors Ciampa and Kupferberg are the only current directors who participate in this plan.

**Life Insurance.** The Company provides group-term life insurance coverage for non-employee directors of the Banks and the Company.

**Director Stock Compensation.** Non-employee directors also participate from time to time in the Company's stock compensation programs. However, no awards were made to non-employee directors in 2010.

**Compensation Committee Interlocks and Insider Participation.** No executive officer of the Company, the Community Bank, or the Commercial Bank serves, or has served, as a member of the compensation committee of another entity, one of whose executive officers serves on the Compensation Committee of the Company, the Community Bank, or the Commercial Bank. No executive officer of the Company, the Community Bank, or the Commercial Bank serves, or has served, as a director of another entity, one of whose executive officers serves on the Compensation Committee of the Company, the Community Bank, or the Commercial Bank.

### **Compensation Discussion and Analysis**

We are pleased to provide our shareholders with an overview and analysis of the compensation programs in which the following executive officers (our named executive officers) participate and the process we use to make specific compensation decisions for our named executive officers:

**Joseph R. Ficalora**, President and Chief Executive Officer;

**Robert Wann**, Senior Executive Vice President and Chief Operating Officer;

**Thomas R. Cangemi**, Senior Executive Vice President and Chief Financial Officer;

**James J. Carpenter**, Senior Executive Vice President and Chief Lending Officer; and

**John J. Pinto**, Executive Vice President and Chief Accounting Officer.

### **Our Company in 2010**

The Company has been, and remains, one of the highest performing companies in the industry generally, and relative to its peer group. Although 2010 continued the pattern of recent years for many financial institutions that faced the challenges of a difficult operating environment, the Company delivered a strong financial performance in 2010 highlighted by strong revenue growth, greater efficiency, substantially higher loan production, above-average asset quality, and increased capital strength. In the face of continuing economic weakness, further declines in real estate values, an increase in deposit insurance premiums, and considerable regulatory uncertainty, our 2010 performance solidified our position as a strong and profitable financial institution that ranks among the nation's largest and enjoys a brand that is well regarded in the markets we serve. As of December 31, 2010, the Company had \$41.2 billion in assets and a market capitalization in excess of \$8 billion.

The following were among the financial highlights of the Company's 2010 performance:

35.7% increase in earnings and a 9.7% increase in diluted earnings per share;

33 basis point increase in our net interest margin to 3.45%;

27.6% increase in loan originations for the Company's portfolio, including a 31.6% increase in multi-family loan originations; and

\$159.3 million increase in stockholders' equity to \$5.5 billion.

The following were among the key factors that influenced our 2010 performance:

We received the full-year benefit of our FDIC-assisted acquisition of AmTrust Bank and the nine-month benefit of our FDIC-assisted acquisition of Desert Hills Bank, which expanded our Arizona presence.

We received the full-year benefit of the operation of our Cleveland-based, mortgage banking platform, which ranks among the nation's top 20 wholesale aggregators of one-to-four family loans.

We experienced a significant decline in losses on the other-than-temporary impairment of securities, or OTTI.

Non-performing non-covered assets represented 1.58% of total assets; and net charge-offs represented a modest 0.21% of average loans.

### **2010 Executive Compensation Highlights**

The results of our 2010 executive compensation program reflected our success in a difficult operating environment as our executive management team continued to implement our time-tested business model and take advantage of unique opportunities to expand our franchise. The leadership of our President and Chief Executive Officer, Joseph R. Ficalora, was crucial to our ability to implement our strategic plan. His efforts, along with those of the other members of our talented executive management team, were a key element of our success in 2010.

The following are the highlights of our 2010 executive compensation program:

The Compensation Committee updated our performance metrics applicable to 2010 short- and long-term incentive awards to ensure that our measures continue to support operational matters which are critical in the current economic environment and reflect sound risk management: (i) efficiency ratio, (ii) net loan charge-offs as a percentage of average loans; and (iii) Tier 1 capital ratio.

Based on our strong performance relative to our peers, our named executive officers were eligible to receive short- and long-term incentive awards at the maximum of the range of incentive compensation opportunities established by the Compensation Committee. However, the levels of actual awards paid reflect downward adjustments, based on the Committee's consideration of the current business and economic environment.

All long-term incentive awards were made in the form of restricted stock that vests over a five-year period. We believe this structure encourages our executives to have an ownership perspective aligned with the long-term interests of our shareholders while also ensuring retention of our executive team through a multi-year vesting schedule.

Consistent with our long-standing emphasis on variable pay, and our practice of infrequent adjustments to base salary, our named executive officers did not receive base salary increases in 2010. In March 2011, for the first time in three years, the Committee authorized salary increases averaging seven percent for named executive officers, other than the President and Chief Executive Officer, who specifically declined a salary increase to maintain the share of his 2011 total compensation that will be determined by Company performance. Salary increases for the other named executive officers were intended to recognize individual performance and maintain a competitive balance relative to the peer group.

The Compensation Committee updated the peer group we use to provide a benchmark for our executive compensation review and to evaluate our relative performance. The revised peer group reflects our recent growth and changes due to industry consolidation and the growth of our peers. The peer group was developed by the Committee's independent compensation consultant.



**Our Compensation Philosophy**

Our executive compensation philosophy is based on four guiding principles:

**Meeting the Demands of the Market** We compensate our named executive officers and other key members of our management team at competitive levels to position us as the employer of choice among our peers who provide similar financial services in the markets we serve.

**Aligning with the Interests of Shareholders** We use equity compensation as a key component of our compensation mix to develop and maintain a culture of ownership among our management team and to continuously align their individual financial interests with the interests of our shareholders.

**Driving Performance** We believe the largest share of the compensation of our named executive officers should depend on the performance of the Company, both on an annual basis and over the long-term.

**Mitigating Risk** We link incentive compensation to performance in a way that does not encourage unnecessary or excessive risk, and we ensure that the structure of our incentive compensation program is consistent with effective controls and strong corporate governance.

Our philosophy is based on the premise that the success of the Company depends, in large part, on the dedication and commitment of the people we place in key operating positions to drive our business model. Accordingly, we provide the members of our management team with incentives that are tied to the successful implementation of our corporate strategies and reflect our performance relative to industry peers. At the same time, we recognize that the Company operates in a competitive environment for talent. To enable us to compare favorably with our peers as we seek to attract and retain key personnel, we employ a balanced mix of compensation techniques that enable us to achieve our pay-for-performance goals and ensure appropriate risk-mitigation strategies.

The decisions we make with regard to compensation for our key personnel serve a three-fold purpose: to communicate our objectives with regard to the Company’s performance, to influence the decisions they make, and to reward them when we achieve specific results. We believe that communicating the basis upon which each member of management’s performance will be evaluated creates accountability for individual performance within the structure of our business plan.

**Components of Executive Compensation**

Our compensation program relies on three primary components: (i) base compensation, (ii) equity-based, long-term incentive compensation, and (iii) cash-based, short-term incentive compensation. We meet the objectives of our compensation philosophy by achieving a balance among these three elements that is competitive with our industry peers and creates appropriate incentives for our management team to drive long-term, sustained performance that ultimately delivers value to our shareholders. We structure the mix of total compensation to provide a greater focus on rewards that are performance-based (i.e., annual and long-term incentives), with a greater weight focused on long-term incentives that reward the kind of sustained performance that delivers value to our shareholders. Over the last two years, our program has successfully targeted this balance in the mix of total compensation, producing results, on average, within the following parameters:

	Base Compensation	Annual Cash Incentives	Long-Term Equity Incentives
Chief Executive Officer	21%	24%	55%
Chief Operating Officer	30%	27%	43%
Other Named Executive Officers	35%	17%	48%

To achieve the necessary balance, our Compensation Committee works closely with a nationally recognized, independent compensation consulting firm who provides us with their expertise on competitive compensation practice, and helps us to benchmark our compensation program to our peers, identify best practices in our sector, and analyze our pay-for-performance results.

**Base Compensation.** Our named executive officers receive base salaries at levels that reflect the role, scope, and complexity of their specific positions. The salaries of our named executive officers are reviewed at least annually to reflect their performance, to evaluate our competitive position on base pay, and to make any necessary adjustments. However, our emphasis on variable pay has resulted in relatively infrequent salary adjustments for our named executive officers. Our goal is to maintain salary levels for our named executive officers at a level that is generally consistent with base pay received by those in comparable positions at our peer companies and reflects their individual performance, experience, and contributions. Base salaries reflect the fixed portion of our total compensation and the foundation off which our other compensation components are based. As part of our salary review process, we obtain peer group information from a variety of sources, including our independent compensation consultant, to serve as reference for our decisions.

**Long-Term Equity-Based Compensation.** The use of long-term equity-based compensation as a component of our executive compensation program has been a consistent feature throughout our history as a public company. We have long believed, and we continue to believe, that equity compensation is the best means available to align the long-term financial interests of our key executives with those of our shareholders. In light of recent regulatory influences, we also support the premise that executives with long-term incentives are aligned best with the time horizon of the risk associated with our business. We use our equity-based compensation program to reward our executives for their outstanding performance and their ability to create and sustain long-term shareholder value. By increasing the equity holdings of our management team, we provide them with a continuing stake in our long-term success, which further aligns their interests with those of our shareholders and serves as a powerful retention factor.

Long-term incentive awards are made pursuant to our 2006 Stock Incentive Plan which was approved by shareholders in 2006. The nature and size of awards under our equity compensation programs are determined by a number of factors, including peer and market practice, our philosophy of providing greater emphasis on equity/long-term compensation, and the tax and accounting treatment of specific equity compensation techniques. Our stock plan takes an omnibus approach to equity compensation, providing us with the flexibility to use a variety of compensation techniques as appropriate to meet our desired philosophy. In 2010, we continued our approach to provide stock award grants that focus and reward management for the attainment of financial goals relative to our peer group.

**Short-Term Cash-Based Incentive Compensation.** Our compensation strategy is based on the principle that a meaningful share of our senior executives' total direct compensation (the sum of annual cash and equity compensation) should be attributable to variable pay. We implement this strategy, in part, by providing our named executive officers with an annual cash-based incentive opportunity under our Management Incentive Compensation Plan ( MICP ), which rewards the attainment of annual company-wide financial objectives relative to our peer group. The Compensation Committee has the opportunity to adjust actual bonuses paid based upon individual performance, relative to the specific tasks we expect our key personnel to accomplish during the year. The MICP specifies a balance of financial and risk-based metrics that we use to compare our performance relative to our peers.

Our objective is to drive annual performance on both a company and individual basis to the highest attainable levels by establishing threshold, target, and maximum goals tied to increasing levels of incentive compensation. We may also establish individual performance objectives in connection with short-term cash incentive opportunities. Individual objectives are evaluated by considering actual results against specific targeted objectives, whether the objective represented a significant stretch for the individual and the organization, and whether unanticipated circumstances, either positive or negative, affected the outcome. In general, our intent is to provide specific awards based upon predetermined objectives, although the Compensation Committee may



exercise negative discretion in the final determination of awards. Under the MICP, in appropriate circumstances, the Compensation Committee may take into account external or extraordinary factors that influenced or affected a specific outcome, whether relating to a corporate or individual target, and make adjustments that reflect an equitable result. However, under the MICP, the Compensation Committee may only make downward adjustments to the award. The Compensation Committee also retains the right to provide cash awards to our named executive officers and other key personnel outside the MICP.

### **Benchmarking and Peer Group Analysis**

A critical element of our compensation philosophy, and a key driver of specific compensation decisions for our executive team, is a comparative analysis of our financial performance and our compensation mix and levels relative to a peer group of publicly traded financial institutions. Key guiding principles of our compensation philosophy are to ensure proper alignment between our performance and compensation relative to peers and to enable us to attract and retain top talent by providing competitive and appropriate compensation. To monitor our programs and decisions, we annually benchmark our performance against that of our peers to assess the reasonableness of our compensation, ensure proper pay-performance alignment, and establish total compensation opportunities for our named executive officers. Our peer group is selected with the assistance of our independent compensation consultant and reflects commercial banks and thrifts in the continental United States approximating one-half to 2.5 times our asset size (with a median of approximately \$50 billion in assets). Below are the 15 financial institutions meeting that criteria that were used as our peer group for 2010:

*Associated Banc-Corp. (WI)*  
*Astoria Financial Corporation (NY)*  
*BOK Financial Corporation (OK)*  
*City National Corporation (CA)*  
*Comerica Incorporated (TX)*  
*First Horizon National Corporation (TN)*  
*Hudson City Bancorp, Inc. (NJ)*  
*Huntington Bancshares, Incorporated (OH)*

*KeyCorp (OH)*  
*M&T Bank Corporation (NY)*  
*Marshall & Ilsley Corporation (WI)*  
*Northern Trust Corporation (IL)*  
*Peoples United Financial, Inc. (CT)*  
*Synovus Financial Corp. (GA)*  
*Zions Bancorporation (UT)*

The peer group is reviewed and updated annually by the Committee's consultant and may change as a result of the Company's own growth, industry consolidation, and changes in a peer company's business focus or condition.

In addition to our consideration of specific peer group information, we consult with a variety of broad-based published compensation surveys that are either industry-specific or geographically relevant to our operations. These surveys include financial institutions of similar size.

### **Role of the Compensation Committee**

The Compensation Committee of the Board of Directors is responsible for discharging the Board's duties in executive compensation matters. The Committee develops the broad outline of our compensation program and monitors the success of the program in achieving the objectives of our compensation philosophy. The Committee, which in 2010 consisted exclusively of five independent directors, is also responsible for the administration of our compensation programs and policies, including the administration of our cash and equity incentive programs. The Compensation Committee exercises independent discretion in the determination of executive compensation but may seek input from other Board members, consultants, and advisors.

The Committee operates under the mandate of a formal charter that establishes a framework for the fulfillment of the Committee's responsibilities. The Committee and the Board review the charter at least annually to ensure that it is consistent with the Committee's expected role. Under the charter, the Committee is charged with general responsibility for the oversight and administration of our executive compensation program. The charter vests in the Committee principal responsibility for determining the compensation of the Chief Executive

Officer based on the Committee's evaluation of his performance. The charter also authorizes the Committee to engage consultants and other professionals without management approval to the extent deemed necessary to discharge its responsibilities.

During 2010, the Compensation Committee met five times, including two executive sessions attended by Committee members only. The members of the Committee in 2010 were Director Donald M. Blake (who served as Committee Chairman), and Directors Clancy, Farrell, Kupferberg and Levine. Mr. Blake retired as a Director in February 2011 and Ms. Clancy now serves as Committee Chair. In addition, Mr. Ciampa now serves as an *ex officio* member of the Committee.

#### **Role of the Compensation Consultant**

The Compensation Committee has sole authority to retain and terminate a compensation consultant and to approve the consultant's fees and all other terms of the engagement. Since 2005, the Compensation Committee has engaged independent compensation consulting firm Pearl Meyer & Partners (PM&P) to benchmark our compensation and performance against our peers and provide expertise in structuring our executive compensation program. From time to time, the Committee also reviews with PM&P developments and trends in the compensation area to ensure that our program is consistent with prevailing practice in our industry. During 2010, PM&P's services included conducting a comprehensive competitive benchmark review and peer group performance analysis, and analyzing our performance relative to the peer group for the Compensation Committee's incentive plan determination. PM&P did not provide any other services to management or the Company.

#### **Role of Management**

Although the Committee is ultimately responsible for executive compensation decisions, information and input from Mr. Ficalora, our President and Chief Executive Officer, is critical to ensuring the Committee and its advisors have the information needed to make informed decisions. Mr. Ficalora provides insight, suggestions, and recommendations regarding executive compensation. The recommendations consider the objectives of our compensation philosophy and the range of compensation programs authorized by the Compensation Committee. Mr. Ficalora meets with the Compensation Committee to discuss the recommendations and also reviews with the Committee his recommendations concerning the compensation of other named executive officers. Although our Chief Executive Officer may provide input on his own compensation, during 2010, he did not, consistent with long-standing practice, participate in Committee discussions relating to the determination of his compensation. In such instances, Mr. Ficalora left the meeting to provide an independent opportunity for the Committee to review and discuss his compensation with PM&P.

#### **Perspectives on 2010 Executive Compensation**

##### **Overview**

In March 2011, our independent compensation consultant provided the Compensation Committee with an analysis of our performance as compared to our peers for the purposes of determining incentive awards. The report was presented to the Compensation Committee and used in finalizing cash and equity awards for the named executive officers.

In April 2011, PM&P conducted a detailed compensation analysis benchmarking our pay levels and pay-for-performance relationship compared to our peers for 2010. The goal of the review was to determine whether our variable pay strategy is successful, i.e., to determine how the Company's performance is affecting the compensation of our named executive officers, and how the incentives we provide them with are affecting the Company's performance.

Overall, the review confirmed our status as the highest performing company among our peers, considering total shareholder return over the period 2008-2010. Looking solely at 2010, and the three performance metrics selected by the Committee for our 2010 incentive program, we ranked second, on average, among the 15 companies in our peer group.

The Company's status as a high performer was directly reflected in the compensation levels of our named executive officers. Our assessment compared our three-year total shareholder return and our Chief Executive Officer's total compensation to our peers. The results demonstrated that our three-year total shareholder return exceeded the returns provided by each of our peers and our Chief Executive Officer was the fifth highest paid. For 2010, on a total compensation basis (cash and equity compensation), our named executive officers ranked in the 63<sup>rd</sup> percentile among our 15 peers, and on a cash compensation basis, our named executive officers ranked in the 75<sup>th</sup> percentile.

We believe these statistics highlight the success of our pay-for-performance strategy, demonstrating that the compensation of our named executive officers, which is significantly weighted toward variable pay, compares very favorably to the peer group because the Company's performance has consistently ranked at or near the top of the peer group whether we compare to our specified incentive goals, general financial measures, and/or total shareholder return. We believe the review clearly supports the conclusion that our strategy is working and that the compensation of our named executive officers is at a level aligned with our high performance, and appropriately positioned based on our performance relative to the performance of our peers.

### 2010 Base Compensation Decisions

Consistent with our objective of increasing the share of variable pay in the total compensation of our named executive officers, the Committee did not increase the 2010 base compensation levels for our Chief Executive Officer and our other named executive officers. The Committee determined, however, that base salaries remained competitive with the Company's peers and consistent with each officer's level of responsibility.

### 2010 Incentive Compensation Awards

Our Chief Executive Officer and other named executive officers were all eligible to receive incentive compensation awards in 2010. In 2010, as in prior years, the Committee established specific performance metrics for our short-term cash-based incentive compensation program and our long-term equity-based compensation program that are consistent with the objectives of our business strategy and desire to reinforce sound risk management practices. For 2010, our performance metrics were the Company's (i) efficiency ratio, (ii) net charge-offs as a percentage of average loans; and (iii) Tier 1 capital ratio (core capital as a percentage of risk-adjusted assets), and our performance was assessed based on how we performed relative to our peers. We believe this is the best means for assessing our performance since it is objective, and compares us equally with other similar companies. In recent years, the selected metrics had included, in addition to the efficiency ratio, (i) return on tangible equity calculated by reference to operating income and (ii) non-performing assets as a percentage of total assets. However, for 2010, the Committee adjusted the performance metrics to include measures that related more closely to key operational concerns in the current banking environment.

Specific award opportunities for the short-term and long-term awards were expressed as a percentage of base pay for each executive based on competitive market practice and our own philosophy of placing a significant focus on incentives, particularly in the form of long-term/equity compensation. The following tables illustrate the award opportunities for our named executive officers, expressed as a percentage of 2010 base compensation, over the indicated range of performance:

#### *2010 Short-Term Cash-Based Incentive Compensation Award Opportunities*

	Threshold	Target	Maximum
Mr. Ficalora	25%	100%	150%
Mr. Wann	18.75%	75%	112.5%
Mr. Cangemi	12.5%	50%	75%
Mr. Carpenter	12.5%	50%	75%
Mr. Pinto	12.5%	50%	75%

*2010 Long-Term Equity Incentive Compensation Award Opportunities*

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
Mr. Ficalora	44%	175%	263%
Mr. Wann	25%	100%	150%
Mr. Cangemi	25%	100%	150%
Mr. Carpenter	25%	100%	150%
Mr. Pinto	25%	100%	150%

At the end of the performance year, the Committee reviews the Company's average percentile rank of the designated performance metrics compared to the peer group. In order to achieve a threshold award, performance must exceed the 25<sup>th</sup> percentile of the peer group average; target awards reflect performance at the 50<sup>th</sup> percentile of the peer group average; and maximum awards require a rank that exceeds the 75<sup>th</sup> percentile of the peer group average performance.

In March 2011, PM&P independently reviewed our 2010 results against our peer group to determine our rank on a percentile basis for the three designated performance metrics. Based on this review, our performance ranked second among our peers on average (i.e., the 93<sup>rd</sup> percentile of the peer group average for the three measures). With respect to our peer ranking on each individual metric, we ranked first on net charge-offs, sixth on Tier 1 capital ratio, and second on efficiency ratio. Accordingly, with respect to both our cash- and equity-based incentive compensation programs, our Chief Executive Officer and other named executive officers were eligible for awards at the maximum of the range. Upon consideration of the foregoing, the Committee authorized awards for each named executive officer at levels between the target and maximum award opportunities under the short-term cash-based incentive program and slightly below the maximum award opportunity under the long-term equity based award program. The value of specific awards for Mr. Ficalora and the other named executive officers are detailed in the *Summary Compensation* and the *Grants of Plan-Based Awards* tables on pages 23 and 24. All equity awards were made in the form of restricted stock grants with vesting over a five-year period.

The following table indicates the value of each named executive officer's actual 2010 awards as a percentage of their 2010 base compensation:

*Value of Actual Awards as a Percentage of 2010 Base Compensation*

	<b>Short-Term Cash Incentive Award</b>	<b>Long-Term Equity Incentive Award<sup>(1)</sup></b>
Mr. Ficalora	125%	259%
Mr. Wann	107%	148%
Mr. Cangemi	71%	139%
Mr. Carpenter	60%	138%
Mr. Pinto	75%	146%

(1) Based on the closing price of the Company's common stock on the grant date, March 25, 2011.

In making these awards, the Committee specifically noted that the 2010 total direct compensation of the Company's named executive officers would generally rank each of them above the market median for officers with similar positions in the Company's peer group, and that this positioning was consistent with the Company's superior performance and, in the Company's belief, validated the Company's pay-for-performance philosophy.

**Other Executive Benefits****Post-Employment Arrangements**

We recognize that an important consideration in our ability to attract and retain key executives is our ability to minimize the impact on our management team of the possible disruption associated with our analysis of strategic opportunities. Accordingly, we believe that it is in the best interest of the Company and its shareholders



to provide our key executives with reasonable financial arrangements in the event of termination of employment. At present, all of our named executive officers are covered by employment agreements providing specified severance benefits and benefit continuation in the event of their termination without cause or for good reason, disability, and after a change in control. No severance benefits are payable if the executive is terminated for cause or upon the executive's voluntary termination of employment. The Compensation Committee periodically reviews the terms of the agreements. For additional information regarding these employment agreements, see *Potential Post-Termination Payments and Benefits*, following the *Summary Compensation Table*.

#### **Retirement Benefits; Employee Welfare Benefits**

Our principal retirement savings vehicle is our Employee Stock Ownership Plan ( ESOP ). Since our initial public offering in 1993, the ESOP has been a significant source of retirement savings for all our employees, including our named executive officers. The ESOP has also fostered a strong sense among our employees that they are owners with a vested interest in the success of the Company. We also offer our employees a 401(k) plan that enables them to supplement their retirement savings with elective deferral contributions. In addition, certain of our named executive officers are entitled to benefits at retirement under our tax-qualified pension plan and a related nonqualified excess benefits plan, both of which were frozen in 1999 and, following which, no additional benefits were accrued by the named executive officers.

Certain of our named executive officers participate in a supplemental retirement benefits plan that was established at the time of our initial public offering to provide benefits with respect to the ESOP that cannot be allocated as a result of applicable Internal Revenue Code limits. Although this plan was frozen in 1999, the plan would provide a restoration benefit to the participants in the event of a change in control. We do not currently offer our named executive officers any other active supplemental executive retirement benefits or other nonqualified deferred compensation programs. For additional information regarding the supplemental retirement benefits plan, see *Potential Post-Termination Payments and Benefits*, following the *Summary Compensation Table*.

In addition to retirement programs, we provide our employees, including our named executive officers, with coverage under medical, dental, life insurance, and disability plans on terms consistent with industry practice. We also provide employees with access to a Section 125 Plan to pay their share of the cost of such coverage on a pre-tax basis.

#### **Perquisites; Tax Reimbursement**

We provide our named executive officers with limited perquisites to further their ability to promote the business interests of the Company in our markets and to reflect competitive practices for similarly situated officers employed by our peers. The perquisites are reviewed periodically and adjusted as necessary. Our Compensation Committee has authorized additional cash payments to our named executive officers to assist them with meeting the tax withholding obligations arising out of the vesting of restricted stock granted in prior years. The Committee believes that these payments encourage the retention of the maximum possible amount of Company stock by these executives and that these payments are appropriate when considered as part of the named executive officers' total compensation relative to the total compensation of similarly situated executives at peer companies.

#### **Other Considerations**

##### **Tax and Accounting Considerations**

In consultation with our advisors, we evaluate the tax and accounting treatment of each of our compensation programs at the time of adoption and on an annual basis to ensure that we understand the financial impact of each program on the Company. Our analysis includes a detailed review of recently adopted and pending changes in tax and accounting requirements. As part of our review, we consider modifications and/or alternatives to existing programs to take advantage of favorable changes in the tax or accounting environment or to avoid adverse consequences.

To preserve maximum flexibility in the design and implementation of our compensation program, we have not adopted a formal policy that requires all compensation to be tax deductible for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, which limits the deductibility of certain compensation paid to our named executive officers. However, to the greatest extent possible, it is our intent to structure our compensation programs in a tax-efficient manner, and we are seeking shareholder re-approval of our principal performance-based incentive programs at the 2011 Annual Meeting to ensure the continuing qualification of those programs under Section 162(m). As currently structured and approved, our incentive programs meet the requirements of performance-based pay pursuant to Internal Revenue Code Section 162(m).

### **Equity Compensation Grant and Award Practices**

Our Compensation Committee considers whether to make stock-based awards as part of their annual evaluation of the performance of our named executive officers. However, grants or awards may be made at other times during the year based on specific circumstances such as a new hire, a specific contractual commitment, or a change in position or responsibility. The Compensation Committee considers the recommendations of our Chief Executive Officer with respect to awards contemplated for other named executive officers. However, the Committee is solely responsible for the development of the schedule of grants or awards made to the Chief Executive Officer and the other named executive officers. As a general matter, the Compensation Committee's process is independent of any consideration of the timing of the release of material non-public information, including with respect to the determination of grant dates or stock option exercise prices. Similarly, the Company has never timed the release of material non-public information with the purpose or intent of affecting the value of executive compensation. In general, the release of such information reflects long-established timetables for the disclosure of material non-public information such as earnings releases or, with respect to other events reportable under federal securities laws, the applicable requirements of such laws with respect to the timing of disclosure.

The Company has not granted stock options in recent years. However, in prior periods, we set the exercise price of stock options solely as of the date of Committee action by reference to the applicable provisions of our equity compensation plans.

### **Stock Ownership Requirements**

We have not adopted formal stock ownership requirements for our senior officers and Board members, as a practical matter, our officers and directors hold significant interests in our stock, which they have accumulated through individual purchases and participation in stock compensation programs. We expect our named executive officers to maintain a significant portion of their personal wealth in the Company's stock and, historically, our named executive officers have more than met this expectation.

### **Compensation Committee Report**

The Compensation Committee has reviewed the foregoing Compensation Discussion and Analysis that is required by the rules established by the Securities and Exchange Commission, and has discussed it with management. Based on this review and the Committee's discussions, the Compensation Committee recommended to the Board of Directors that the foregoing *Compensation Discussion and Analysis* be included in this proxy statement.

#### **The Compensation Committee**

Maureen E. Clancy, Chair

Robert S. Farrell

Max L. Kupferberg

Michael J. Levine

Dominick Ciampa, *Ex Officio* Member

**Summary Compensation Table**

The following information is furnished for the Company's principal executive officer and principal financial officer and the next three highest compensated executive officers of the Company (the named executive officers) for the 2010 fiscal year.

Name and Principal Position	Year	Salary (\$)	Bonus	Stock Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(2)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total Compensation (\$)
Joseph R. Ficalora	2010	1,000,000		2,587,500	1,250,000	763,183	5,600,683
President and Chief Executive Officer	2009	1,000,000		2,481,000	1,000,000	460,133	4,941,133
	2008	1,000,000		1,466,250		850,233	3,316,483
Robert Wann	2010	700,000		1,035,000	750,000	402,089	2,887,089
Senior Executive Vice President and Chief Operating Officer	2009	700,000		992,400	525,000	267,864	2,485,264
	2008	700,000		879,750		374,303	1,954,053
Thomas R. Cangemi	2010	560,000		776,250	400,000	307,949	2,044,199
Senior Executive Vice President and Chief Financial Officer	2009	560,000		793,920	280,000	227,796	1,861,716
	2008	560,000		645,150		165,182	1,370,332
James J. Carpenter	2010	500,000		690,000	300,000	267,430	1,757,430
Senior Executive Vice President	2009	500,000		694,680	250,000	209,423	1,654,103
and Chief Lending Officer	2008	500,000		586,500		157,412	1,243,912
John J. Pinto	2010	330,000		483,000	250,000	221,735	1,284,735
Executive Vice President and Chief Accounting Officer	2009	330,000		413,500	165,000	108,618	1,017,118
	2008	330,000		351,900		86,817	768,717

(1) In accordance with SEC disclosure requirements for equity compensation, the reported amount represents the full grant date fair value of each award calculated in accordance with FASB ASC Topic 718. All 2010 awards were made in the form of restricted stock vesting over a five-year period. See the *Compensation Discussion and Analysis* and the *Grants of Plan-Based Awards* table for additional information concerning the 2010 awards.

(2) The 2010 amounts represent awards for 2010 performance under the Company's Management Incentive Compensation Plan. See the *Compensation Discussion and Analysis* and the *Grants of Plan-Based Awards* table for additional information concerning the 2010 awards.

(3) The following table sets forth the components of the *All Other Compensation* column in 2010:

Name	Dividends on Unvested	Medical Reimbursement (\$)	Tax Reimbursement <sup>(a)</sup> (\$)	Life Insurance Imputed	ESOP Allocation <sup>(b)</sup> (\$)	Total (\$)
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	Restricted Stock (\$)			Income (\$)		
Mr. Ficalora	155,000	3,689	572,207	24,474	7,813	763,183
Mr. Wann	134,750	5,445	245,477	8,604	7,813	402,089
Mr. Cangemi	107,450	14,781	175,945	1,960	7,813	307,949
Mr. Carpenter	96,750		160,821	2,046	7,813	267,430
Mr. Pinto	57,250		155,670	1,002	7,813	221,735

- (a) Each named executive officer received a payment authorized by the Compensation Committee to enable the officer to satisfy tax obligations related to the vesting of restricted stock awarded in prior years. The payment was intended to encourage each officer to maximize their retention of Company stock.
- (b) The value of the ESOP allocation is based on the \$18.85 per share closing price of the Common Stock on the allocation date, December 31, 2010.

**Grants of Plan-Based Awards**

The following table provides information concerning the 2010 award opportunities for the named executive officers under the Company's non-equity and equity incentive plans.

	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			Grant Date Fair Value of Stock Awards <sup>(3)</sup>
	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	Awards (\$)
Mr. Ficalora	250,000	1,000,000	1,500,000	438,000	1,750,000	2,625,000	2,587,500
Mr. Wann	131,000	525,000	788,000	175,000	700,000	1,050,000	1,035,000
Mr. Cangemi	70,000	280,000	420,000	140,000	560,000	840,000	776,250
Mr. Carpenter	63,000	250,000	375,000	125,000	500,000	750,000	690,000
Mr. Pinto	41,000	165,000	248,000	83,000	330,000	495,000	483,000

(1) Represents 2010 non-equity incentive award opportunity levels under the Company's Management Incentive Compensation Plan. In 2010, the named executive officers were eligible for awards at the maximum level based on the performance of the Company. The Compensation Committee exercised its discretion to reduce the awards to levels between the target and maximum awards, such that the actual awards reflect an aggregate \$331,000 reduction from the maximum award level. The awards were made on March 22, 2011.

(2) Represents 2010 equity incentive compensation award opportunity levels. In 2010, the named executive officers were eligible for awards at the maximum level based on the performance of the Company. The Compensation Committee exercised its discretion to reduce the awards slightly below the maximum level, such that the actual awards reflect an aggregate \$188,000 reduction from the maximum award level. The awards were made on March 22, 2011.

(3) Represents the grant date fair value determined in accordance with FASB ASC Topic 718 of the 2010 equity incentive plan awards. The awards were made on March 22, 2011 in the form of restricted stock that will vest over a five-year vesting period.

**Option Exercises and Restricted Stock Vesting**

The following table provides information concerning stock option exercises and restricted stock vesting for the named executive officers during the 2010 fiscal year.

	Option Exercises		Restricted Stock Vesting	
	Shares Acquired on Exercise	Value Realized on Exercise (\$)	Shares Acquired on Vesting	Value Realized on Vesting (\$) <sup>(1)</sup>
Mr. Ficalora			40,000	665,800
Mr. Wann			23,000	382,610
Mr. Cangemi			18,600	309,822
Mr. Carpenter	31,408	188,618	17,000	283,190
Mr. Pinto	11,854	77,970	16,000	274,120

(1) The value realized on vesting is based on the value of the Company's stock on the applicable vesting dates (April 4 and April 28, 2010). The value reported for Mr. Pinto also includes a vesting that occurred on April 20, 2010. The value realized on vesting is also the amount realized as income in 2010 by each named executive officer.

**Outstanding Equity Awards at Fiscal Year-End**

The following table provides certain information with respect to the number of shares of Common Stock represented by outstanding stock options and outstanding restricted stock awards held by the named executive officers as of December 31, 2010. All stock options are fully exercisable. The market value of unvested restricted stock is based on the \$18.85 closing price of the Common Stock on December 31, 2010.

	<b>Number of Securities Underlying Exercisable Options (#)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>	<b>Number of Shares of Stock That Have Not Vested (#)</b>	<b>Market Value of Shares of Stock That Have Not Vested (\$)</b>
Mr. Ficalora	150,000	12.5025	12/21/11		
	1,262,511	15.4125	01/24/12		
	266,667	13.8450	07/24/12		
	373,333	16.0575	01/21/13	295,000	5,560,750
Mr. Wann	177,777	12.5025	12/21/11		
	533,512	15.4125	01/24/12		
	266,667	13.8450	07/24/12		
	373,333	16.0575	01/21/13	144,000	2,714,400
Mr. Cangemi				114,800	2,163,980
Mr. Carpenter	35,556	13.8450	07/24/12		
	21,333	16.0575	01/21/13		
	20,000	23.4975	09/16/13	103,000	1,941,550
Mr. Pinto	42,667	13.8450	07/24/12		
	21,333	16.0575	01/21/13		
	36,000	23.4975	09/16/13		
	20,000	18.1700	04/05/15	61,000	1,149,850

**Pension Benefits**

The following table provides certain information, as of December 31, 2010, with respect to each pension plan that provides for payments or other benefits to the named executive officers at retirement.<sup>(1)</sup>

	<b>Plan Name</b>	<b>Number of Years of Credited Service (#)</b>	<b>Present Value of Accumulated Benefit (\$)</b>
Mr. Ficalora	Supplemental Retirement Plan	33	2,354,980

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Mr. Wann	Retirement Plan	17	383,242
	Supplemental Retirement Plan	17	112,380
Mr. Cangemi	Retirement Plan	0.4	4,313
Mr. Carpenter	Retirement Plan	9	91,332
Mr. Pinto	Retirement Plan		

- (1) The Retirement Plan, a tax-qualified defined benefit pension plan, and the pension-related Supplemental Retirement Plan were frozen by the Company in 1999. Subsequent to the plan freeze, the similarly frozen pension plans of financial institutions acquired by the Company were merged into the Company's frozen plan. The indicated benefit represents the present value of the executive's accumulated benefit as of the date the plans were frozen. All amounts accrued by the Company with respect to the Plans subsequent to the freeze date reflect the effect of actuarial adjustments and do not increase the Executive's benefit. Mr. Pinto did not participate in either plan. In 2009, as part of his individual tax and estate planning process, Mr. Ficalora received an in-service, lump sum distribution of his frozen Retirement Plan benefit as authorized by the plan based on his age and service and, therefore, has no remaining benefit due under that plan.

**Non-Qualified Defined Contribution Plan Benefits**

The following table represents the value of the respective executive's account balance at December 31, 2010 under the ESOP-related provisions of the Company's Supplemental Executive Retirement Plan.

	Value of Aggregate Balance at Last Fiscal Year-End (1) (\$)
Mr. Ficalora	12,809,423
Mr. Wann	3,792,658

- (1) The Supplemental Executive Retirement Plan, which was frozen as to annual allocations in 1999, credited the executive with shares of the Company's Common Stock that could not be allocated to them directly under the Company's ESOP as a result of applicable federal tax limitations. No annual allocations to this plan have been made since 1999. Messrs. Ficalora and Wann have 679,544 and 201,202 shares, respectively, allocated to their accounts under the frozen plan. Messrs. Cangemi, Carpenter and Pinto did not participate in the plan prior to the freezing of annual allocations. The value presented is based on the closing price of \$18.85 for the Common Stock on December 31, 2010. The share totals reflect the cumulative effect of nine stock splits in the form of stock dividends since the Company's 1993 initial public offering and also include shares credited in the form of dividend reinvestment. For additional information regarding the plan, see Potential Post-Termination *Payments and Benefits* below.

**Potential Post-Termination Payments and Benefits***Severance Under Employment Agreements*

The Company maintains employment agreements with its Chief Executive Officer and other named executive officers. The agreements, which are identical in form, provide for an initial three-year term and daily extension so that the contract term is always three years from the then-current date, unless either party provides written notice of non-renewal or termination, at which time the expiration date becomes fixed at three years from the date of notice or termination. The employment agreements also provide for the payment and annual review of base salary, the provision of employee benefits applicable to executive personnel, and eligibility to participate in incentive and stock-based compensation programs. The employment agreements allow the Company to terminate the executive's employment for cause, as defined in, and subject to, procedures outlined, in the agreements. The executives receive no further payments or benefits under their agreements following a termination for cause. Upon the executive's voluntary termination or death, the executive or his estate would receive only base salary and other compensation or benefits earned through the date of termination.

Under the agreements, the Company has the right to terminate the executive's employment if he becomes disabled. Upon the executive's termination of employment by reason of his disability, the executive's full base salary would be continued through the date the executive begins to receive benefits under the Company's long-term disability program. When the executive begins to receive long-term disability benefits, the Company is obligated to (i) continue paying the executive the difference between 60 percent of his base salary and the long-term disability benefit, and (ii) continue the executive's employee benefits through the date the agreement would have otherwise expired.

Each executive may also terminate employment under the agreements for good reason (i.e., under circumstances outlined in the agreement and equivalent to constructive termination), and the Company may also terminate the executive without cause. Upon termination for good reason or termination without cause, the executive receives a lump sum benefit equal to the sum of base salary and other compensation earned through the termination date, plus the executive's pro rata share of his annual incentive compensation for the year of termination determined by reference to the highest annual aggregate annual amounts of bonuses or other cash incentive compensation paid to the executive in any of the three calendar years preceding termination of employment. The executive also becomes entitled to a lump sum payment equal to the sum of (i) three times the highest total compensation paid to the executive during the three preceding years, including bonuses, cash, and stock compensation, and other amounts reported on the executive's Form W-2 (but excluding income realized from the exercise or disqualifying disposition of stock options); and (ii) three times the average amount

contributed by or allocated to the executive under all tax-qualified benefit plans during the three preceding years. The executive also receives continued medical, dental, and life insurance benefits for a period of thirty-six months following termination of employment. In addition, if the executive's termination of employment for good reason or without cause occurs on or after the effective date of a change in control, as defined in the agreement, all stock awards and stock options will accelerate and vest in full as of the executive's termination date.

If the executive terminates employment due to disability or death within one year after the occurrence of a change in control or within one year after the commencement of preliminary steps leading to an eventual change of control, with the actual change in control taking place within two years after the executive's termination of employment, the executive or his estate will receive the severance benefits described above, in the same manner as if the executive had terminated employment with good reason.

Section 280G of the Internal Revenue Code of 1986 provides that payments or benefits contingent upon a change in control that exceed three times an executive's base amount (i.e., three times average annual taxable compensation over the five taxable years preceding the change in control) are excess parachute payments. Under Section 4999 of the Code, an executive who receives an excess parachute payment is subject to a 20% excise tax on the amount received in excess of the base amount, and the Company is unable to deduct a corresponding amount. In the event that any payments or benefits provided to the executives are subject to the excise tax, the employment agreements provide the executives with indemnification for these excise taxes and any additional income, employment, and excise taxes imposed as a result of the initial indemnification.

The following table summarizes the estimated severance payments and benefits available to the executives under their employment agreements in the event of their termination of employment as of December 31, 2010 in the indicated circumstances:

	<b>Termination Without Cause or For Good Reason (\$)</b>	<b>Disability<sup>(1)</sup> (\$)</b>	<b>Code Section 4999 Indemnification<sup>(2)</sup> (\$)</b>
<b>Joseph R. Ficalora</b>			
Cash severance	11,275,017	1,550,000	13,986,141
In-kind benefits	24,984		
<b>Robert Wann</b>			
Cash severance	5,887,989	950,000	5,023,696
In-kind benefits	24,984		
<b>Thomas R. Cangemi</b>			
Cash severance	4,212,099	670,000	2,785,123
In-kind benefits	37,971		
<b>James J. Carpenter</b>			
Cash severance	3,852,999	550,000	2,403,141
In-kind benefits	37,971		
<b>John J. Pinto</b>			
Cash severance	2,160,645	210,000	1,347,603
In-kind benefits	12,996		

(1) Represents an undiscounted aggregate benefit of 100% base salary continuation for six months after termination by reason of disability and 60% base salary continuation for an additional 30 months reduced by the maximum annual long-term disability payments under the Company's disability plan (\$180,000).

(2) The Section 4999 tax indemnification payment applies only if the executive's termination severance payments and benefits, when aggregated with other payments and benefits made or provided in connection with the change in control, result in an excess parachute payment under Section 280G of the Code. Absent a change in control of the Company (within the meaning of Section 280G), no amount would be payable as tax indemnification if the executive's employment were terminated in circumstances that give rise to a severance obligation.

### ***Accelerated Vesting of Restricted Stock Awards***

In the event of a change in control of the Company (as defined in our 2006 Stock Incentive Plan), all unvested shares of restricted stock held by our named executive officers would vest. If a change in control had occurred on December 31, 2010, the value of the shares (based on the closing price of \$18.85 on December 31, 2010) subject to acceleration would have been as follows: Mr. Ficalora (\$5,560,750); Mr. Wann (\$2,714,400); Mr. Cangemi (\$2,163,980); Mr. Carpenter (\$1,941,550); and Mr. Pinto (\$1,149,850).

### ***Supplemental Change-in-Control ESOP Benefit***

The Company maintains a nonqualified supplemental plan in connection with the ESOP that was designed to provide certain of our officers with benefits that cannot be allocated to them directly through the ESOP as a result of certain limitations under the Internal Revenue Code. Messrs. Ficalora and Wann have participated in the plan since 1993. The plan was amended in December 2002 to add Mr. Cangemi as a participant but only with respect to the separate change in control provision described below. The supplemental plan was frozen in 1999 with respect to annual allocations. However, in the event of a change in control of the Company (as defined in the plan), Messrs. Ficalora, Wann, and Cangemi, the only named executive officers participating in the plan, would be credited with the value of the allocations they would have received under the plan had it been in effect on an annual basis since 1999 (2002 for Mr. Cangemi). The account balance would also be adjusted to reflect stock and cash dividends payable over the same period. Assuming a change in control had occurred at December 31, 2010, the value of the additional benefits payable under the plan (based on the closing price of \$18.85 on December 31, 2010) are estimated to be as follows: Mr. Ficalora (\$10,024,977), Mr. Wann (\$1,911,673), and Mr. Cangemi (\$708,534).

### **Transactions with Certain Related Persons**

The federal banking laws require that all loans or extensions of credit to executive officers and directors must be made on substantially the same terms, including interest rates and collateral, and follow substantially the same credit underwriting procedures as those prevailing at the time for comparable transactions with other persons, and must not involve more than the normal risk of repayment or present other unfavorable features. The Community Bank, from time to time, may make mortgage loans to its directors, officers, and employees, including consumer loans or loans to purchase or refinance personal residences, and may make loans secured by income-producing properties to entities in which a director or officer has an ownership or, in the case of directors, a management interest, provided that all such loans are made in accordance with federal banking laws and are made in the ordinary course of business; do not involve more than normal risk of collectability or present other unfavorable features; and are made on substantially the same terms, including interest rates and collateral requirements, as those prevailing at the same time for comparable transactions with unaffiliated persons.

From time to time, in accordance with written policies, the Board of Directors reviews a summary of the Company's transactions with directors and executive officers of the Company and with firms that employ directors, as well as any other related-person transactions, for the purpose of recommending to the disinterested members of the Board of Directors that the transactions are fair, reasonable, and within Company policy, and should be ratified and approved. The Board of Directors also reviews any transactions reported to the Board by the Company's Corporate Secretary that are required to be reported under SEC regulations. Additionally, in accordance with federal regulations, the Board of Directors reviews all loans made to a director or executive officer in an amount that, when aggregated with the amount of all other loans to such person and his or her related interests, exceed the greater of \$25,000 or 5% of the Company's capital and surplus (up to a maximum of \$500,000) and such loan must be approved in advance by a majority of the disinterested members of the Board of Directors. Further, pursuant to the Company's Code of Business Conduct and Ethics and other business standards applicable to them, all executive officers and directors of the Company must disclose any existing or emerging conflicts of interest to the Chief Executive Officer. Such potential conflicts of interest include, but are not limited to, any position or interest, financial or otherwise, which could materially conflict with an executive officer's or director's performance or which affects such executive officer's or director's independence or judgment concerning transactions between the Company, its customers, suppliers, or competitors.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's executive officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC. Executive officers, directors, and greater than 10% shareholders are required by the SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of copies of the reports of ownership furnished to the Company, or written representations that no other reports were required, the Company believes that during the 2010 fiscal year, its executive officers and directors complied with applicable reporting requirements for transactions in the Company's Common Stock.

### **Audit Committee Report to Shareholders**

The Audit Committee of the Company's Board of Directors is composed of four non-employee, independent directors, and operates under a written charter adopted by the Board of Directors.

The Company's management is responsible for the Company's internal control over financial reporting. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those financial statements with generally accepted accounting principles. The independent registered public accounting firm is also responsible for issuing an opinion on the effectiveness of the Company's internal control over financial reporting. The Audit Committee oversees the Company's internal controls and financial reporting process on behalf of the Board of Directors.

In this context, the Audit Committee has met and held discussions with management and the independent registered public accounting firm for 2010. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1 AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, including the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board (United States), and has discussed with the independent registered public accounting firm, the independent registered public accounting firm's independence from the Company and its management. In concluding that the independent registered public accounting firm is independent, the Audit Committee considered, among other factors, whether the non-audit services provided by the independent registered public accounting firm in 2010 were compatible with its independence.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for its 2010 audit. The Audit Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting process.



In performing all of these functions, the Audit Committee acts only in an oversight capacity. In its oversight role, the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent registered public accounting firm, which, in its reports, expresses an opinion on the conformity of the Company's financial statements to generally accepted accounting principles and an opinion on the effectiveness of the Company's internal control over financial reporting. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal control over financial reporting designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent registered public accounting firm do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles, that the audit of the Company's financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States), or that the Company's independent registered public accounting firm is in fact independent.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for filing with the SEC. The Audit Committee and the Board of Directors also have approved, subject to shareholder ratification, the selection of the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for the year ending December 31, 2011.

**The Audit Committee**

Michael J. Levine, Chairman

Max L. Kupferberg

Robert S. Farrell

William C. Frederick, M.D.

Dominick Ciampa, *Ex Officio* Member

**PROPOSAL 2.****RATIFICATION OF THE APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Company's independent registered public accounting firm for the fiscal year ended December 31, 2010 was KPMG LLP. The Company's Audit Committee has reappointed KPMG LLP to continue as the independent registered public accounting firm of the Banks and the Company for the year ending December 31, 2011, subject to ratification of such appointment by the Company's shareholders. Representatives of KPMG LLP will be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from shareholders present at the Annual Meeting.

**Unless marked to the contrary, the shares represented by the enclosed proxy card, if properly signed and dated, will be voted FOR ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company.**

**Audit and Non-Audit Fees**

The following table presents fees for professional services rendered by KPMG LLP for the audit of the Company's consolidated financial statements for fiscal 2010 and 2009, and fees billed for audit-related services, tax services, and all other services rendered by KPMG LLP for fiscal 2010 and 2009.

	Year Ended	
	2010	2009
Audit Fees	\$ 1,341,000 <sup>(1)</sup>	\$ 1,000,000 <sup>(1)</sup>
Audit-related Fees	\$ 554,533 <sup>(3)</sup>	635,000 <sup>(2)</sup>
Tax Fees	\$ 60,023 <sup>(4)</sup>	23,098 <sup>(4)</sup>
All Other Fees	\$ 1,716 <sup>(5)</sup>	

- (1) Includes fees billed, or to be billed, for professional services rendered in connection with the audit of the Company's annual financial statements, the review of its financial statements included in the Company's quarterly reports, and the Sarbanes-Oxley Section 404 attestation.
- (2) Primarily reflects services rendered in connection with audits of the Company's employee benefit plan financial statements, the audit of the of the AmTrust Bank division acquired on December 4, 2009, issuance of comfort letters and consents relating to the Company's filing of registration statements and offering circulars.
- (3) Primarily reflects services rendered in connection with audits of the Company's employee benefit and retirement plans financial statements, the review of the AmTrust Bank division IT control environment, and the assessment of the model validation of the GEMSTONE and SLEEPWELL environments and assessment of risk of the AmTrust Mortgage Banking operation.
- (4) Includes fees for services rendered in connection with an acquisition cost recovery analysis performed by the Company, tax services relating to certain state and local tax matters, and tax audit support services.
- (5) Includes fees rendered in connection with KPMG Accounting online research renewal of license for June 30, 2010 to June 30, 2011.

The Audit Committee will consider on a case-by-case basis and, if appropriate, approve, all audit and non-audit services to be provided by the Company's independent registered public accounting firm. Alternatively, the Audit Committee may adopt a policy for pre-approval of audit and permitted non-audit services by the independent registered public accounting firm. In 2010, all audit-related services, tax services, and other services were approved by the Audit Committee, which concluded that the provision of such services by KPMG LLP was compatible with the maintenance of that firm's independence in the conduct of its audit functions.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE**

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**RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.**

**PROPOSAL 3.**

**RE-APPROVAL OF THE NEW YORK COMMUNITY BANCORP, INC.**

**MANAGEMENT INCENTIVE COMPENSATION PLAN**

Our shareholders approved the Management Incentive Compensation Plan (the MICP) at the 2006 Annual Meeting to ensure that performance-based cash compensation paid to our Chief Executive Officer and to any of our other three most highly paid officers (other than our Chief Financial Officer) (each, a covered executive) was deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Section 162(m) generally provides that compensation paid by a publicly traded company in excess of \$1 million per year to officers (other than the Chief Financial Officer) whose compensation is subject to the proxy disclosure rules is not a tax deductible corporate expense. Section 162(m) exempts from this limitation on deductibility all performance-based compensation paid to the covered executives if certain requirements, including shareholder approval of the material terms of the performance-based plan and timely establishment of objective performance metrics by an independent compensation committee of the board of directors, are satisfied. Material terms of a performance-based compensation plan include identification of (i) the employees eligible to participate in the plan, (ii) the business criteria upon which the performance metrics will be based, and (iii) either the maximum dollar amount of compensation that is payable to an employee or the formula used to calculate the amount of compensation that is payable to an employee if the performance metrics are met. With regard to shareholder approval, the Section 162(m) regulations further require that a company obtain shareholder approval of its performance-based compensation plan every five years following the last such approval or if the material terms of the plan, including performance metrics, are changed in the interim.

To satisfy the requirements of Section 162(m), the MICP is again being submitted to shareholders for the limited purpose of seeking re-approval of the terms of the MICP relating to performance metrics, eligibility criteria, and maximum award levels. The MICP has not been amended since it was approved by shareholders in 2006. If the MICP is not re-approved by shareholders, the MICP will nevertheless remain in full force and effect, and the Compensation Committee will retain the flexibility to pay compensation to covered executives under the MICP that is not eligible for the Section 162(m) deduction if the Committee deems such payments to be in the best interests of the Company and its shareholders.

**Summary of the Management Incentive Compensation Plan**

The following discussion summarizes the material terms of the MICP:

**Plan Administration.** The Plan is administered by the Compensation Committee of the Board of Directors.

**Eligibility.** Officers of the Company and its affiliates at the level of senior vice president and above are eligible for participation. However, the MICP is primarily intended to benefit those officers with responsibilities that significantly influence Company results. The Compensation Committee designates the MICP participants for any performance period.

**Performance Metrics.** The Compensation Committee establishes performance metrics annually within ninety (90) days after the commencement of the performance period, which is typically the calendar year. Performance factors to be used by the Committee for measurement of Company performance may include any or all of the following: basic earnings per common share, basic cash earnings per common share, diluted earnings per common share, diluted cash earnings per common share, net income, cash earnings, net interest income, non-interest income, operating expenses to average assets ratio, cash operating expenses to average assets ratio, efficiency ratio, cash efficiency ratio, return on average assets, cash return on average assets, return on average stockholders' equity, cash return on average stockholders' equity, return on average tangible stockholders' equity, cash return on average tangible stockholders' equity, operating earnings, operating efficiency ratio, interest rate spread, loan production volume, non-performing loans, cash flows, strategic business objectives

(consisting of one or more objectives based upon meeting specified cost targets, business expansion goals, and goals relating to acquisitions or divestitures, or goals relating to capital raising and capital management), or any combination of the foregoing.

**Award Limitations.** In connection with the identification of annual performance metrics, the Compensation Committee establishes threshold, target, and maximum award levels for each participant, which are generally expressed as percentage of the participant's base compensation. The actual amount of compensation payable to any participant under the MICP in 2011 or later years will (or would) depend on the Company's performance relative to the performance targets established by the Committee. The Committee may reduce individual awards on a discretionary basis but may not increase an award above the level determined by reference to the matrix of performance metrics and award opportunities previously established for the participant. All awards will (or would) be paid in cash. For the 2010 performance period, covered executives received MICP payments totaling \$2,950,000 in the aggregate. The maximum award for any participant for any performance period is \$3,000,000.

**Shareholder Vote Requirement**

This Proposal will be approved by shareholders if a majority of the votes cast are voted in favor of the proposal. Abstentions and broker non-votes will not count as votes cast on this Proposal and will have no effect on the outcome of this Proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT**

**SHAREHOLDERS VOTE FOR RE-APPROVAL OF THE**

**MANAGEMENT INCENTIVE COMPENSATION PLAN.**

**PROPOSAL 4.**

**RE-APPROVAL OF THE 2006 STOCK INCENTIVE PLAN**

Our shareholders approved the 2006 Stock Incentive Plan (the SIP) at the 2006 Annual Meeting to ensure that performance-based equity compensation paid to our Chief Executive Officer and to any of our other three most highly paid officers (other than our Chief Financial Officer) (each, a covered executive) was deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Section 162(m) generally provides that compensation paid by a publicly traded company in excess of \$1 million per year to officers (other than the Chief Financial Officer) whose compensation is subject to the proxy disclosure rules is not a tax deductible corporate expense. Section 162(m) exempts from this limitation on deductibility all performance-based compensation paid to the covered executives if certain requirements, including shareholder approval of the material terms of the performance-based plan and timely establishment of objective performance metrics by an independent compensation committee of the board of directors, are satisfied. Material terms of a performance-based compensation plan include identification of (i) the employees eligible to participate in the plan, (ii) the business criteria upon which the performance metrics will be based, and (iii) either the maximum dollar amount of compensation that is payable to an employee or the formula used to calculate the amount of compensation that is payable to an employee if the performance metrics are met. With regard to shareholder approval, the Section 162(m) regulations further require that a company obtain shareholder approval of its performance-based compensation plan every five years following the last such approval or if the material terms of the plan, including performance metrics, are changed in the interim.

The SIP is again being submitted to shareholders for the limited purpose of seeking re-approval of the terms of the SIP relating to performance-based awards and, specifically, the performance metrics, eligibility criteria, and maximum award levels relating to such awards. This re-approval is necessary for compliance with the requirements of Section 162(m). The SIP has not been amended since it was approved by shareholders in 2006. If the SIP is not re-approved by shareholders, the SIP will nevertheless remain in full force and effect, and the Compensation Committee will retain the flexibility to pay compensation to covered executives under the SIP that is not eligible for the Section 162(m) deduction if the Committee deems such payments to be in the best interests of the Company and its shareholders.

**Summary of the 2006 Stock Incentive Plan**

The following discussion summarizes the material terms of the SIP:

**Plan Administration.** The SIP is administered by the Compensation Committee of the Board of Directors.

**Share Reserve.** The original share reserve under the SIP was nine million shares. As of the record date for the 2011 Annual Meeting, 2,995,358 shares remain available for grant under the SIP.

**Eligibility.** All employees, outside directors, and selected independent contractors of the Company and its affiliates are eligible to participate in the SIP.

**Types of Awards.** Awards under the SIP may include incentive stock options and nonqualified stock options; stock appreciation rights; restricted awards in the form of restricted stock awards and restricted stock units; performance awards in the form of performance shares and performance units; phantom stock awards; and dividend equivalent awards. However, since the inception of the SIP, all awards have been made in the form of restricted stock vesting over a time period designated by the Compensation Committee, typically three or five years.

**Performance Metrics.** The Compensation Committee establishes performance metrics annually within ninety days after the commencement of the performance period, which is typically the calendar year. Performance factors to be used by the Committee for measurement of the Company's performance may include

any or all of the following: basic earnings per common share, basic cash earnings per common share, diluted earnings per common share, diluted cash earnings per common share, net income, cash earnings, net interest income, non-interest income, operating expenses to average assets ratio, cash operating expenses to average assets ratio, efficiency ratio, cash efficiency ratio, return on average assets, cash return on average assets, return on average stockholders' equity, cash return on average stockholders' equity, return on average tangible stockholders' equity, cash return on average tangible stockholders' equity, operating earnings, operating efficiency ratio, interest rate spread, loan production volume, non-performing loans, cash flows, strategic business objectives (consisting of one or more objectives based upon meeting specified cost targets, business expansion goals, and goals relating to acquisitions or divestitures, or goals relating to capital raising and capital management), or any combination of the foregoing.

**Award Limitations.** In connection with the identification of annual performance metrics, the Compensation Committee establishes threshold, target, and maximum award levels for each participant, which are generally expressed as percentage of the participant's base compensation. The actual amount of compensation payable to any participant under the SIP in 2011 or later years will depend on the Company's performance relative to the performance targets established by the Committee. The Committee may reduce individual awards on a discretionary basis but may not increase an award above the level determined by reference to the matrix of performance metrics and award opportunities previously established for the participant. For the 2010 performance period, covered executives received restricted stock awards totaling 323,000 shares in the aggregate. The maximum award to any covered executive for any performance period is one million shares.

#### **Shareholder Vote Requirement**

This Proposal will be approved by shareholders if a majority of the votes cast are voted in favor of the proposal. Abstentions and broker non-votes will not count as votes cast on this Proposal and will have no effect on the outcome of this Proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT**

**SHAREHOLDERS VOTE FOR RE-APPROVAL OF THE 2006 STOCK INCENTIVE PLAN.**

**PROPOSAL 5.**

**ADVISORY VOTE ON APPROVAL OF THE COMPENSATION OF  
THE COMPANY'S NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank) requires that we provide our shareholders with the opportunity to express their views, on a non-binding, advisory basis, on the compensation of our named executive officers as disclosed in this proxy statement. This vote, which is often referred to as the "say-on-pay" vote, provides shareholders with the opportunity to endorse or not endorse the following resolution:

***RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.***

As described in detail in the *Compensation Discussion and Analysis* that begins on page 13, our executive compensation program is designed to attract, retain, and motivate key executives of exceptional ability to implement our business strategies. Our compensation program reflects a balanced mix of base compensation, annual cash incentives, and long-term equity incentives. The design of the program is conservative and reflects the Company's desire to reward superior performance while fostering a culture of sound risk management.

We believe our executive compensation program has been highly effective in aligning the interests of our executives with our shareholders over both the short- and long-term time horizon. Our executive officers receive base compensation that is competitive with their peers and reflects their considerable experience. However, consistent with our pay-for-performance philosophy, the largest share of their total compensation is provided through the opportunity to receive cash and equity incentive awards that reflect the achievement of specific corporate and strategic goals. We balance this opportunity by selecting metrics that measure our performance relative to our peers in both financial results and operational effectiveness.

We believe the success of our executive compensation program is evident in our performance. The Company has managed a difficult economic environment with greater success than our peers, relying on the strength of our executive management team to avoid the difficulties faced by many of our competitors. We believe that our core compensation philosophy, combined with our strong financial profile and consistent business model, has contributed to our success.

Your vote on this Proposal is an advisory vote, which means that the Company and the Board of Directors are not required to take any action based on the outcome of the vote. However, the Compensation Committee will seriously consider the vote of our shareholders on this Proposal when determining the nature and scope of future executive compensation programs.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT  
SHAREHOLDERS VOTE FOR APPROVAL OF THE  
COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**



**PROPOSAL 6.**

**ADVISORY VOTE ON THE FREQUENCY OF HOLDING**

**AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION**

As described in Proposal 5 above, we are asking our shareholders to cast an advisory vote on the compensation we paid in 2010 to our named executive officers. This vote, which is often referred to as the say-on-pay vote, is a new requirement under the Dodd-Frank legislation. In this Proposal 6, we are asking shareholders to cast a non-binding, advisory vote on how frequently we should seek an advisory say-on-pay vote. Our shareholders will have the opportunity to indicate whether the say-on-pay vote should occur every year, every two years, or every three years. Alternatively, shareholders may abstain from voting.

After careful consideration, your Board of Directors recommends that a shareholder advisory vote on executive compensation occur every three years. This recommendation is based on several factors. The essential elements of our executive compensation program have been relatively stable over an extended period of time and reflect a careful balancing of incentives that encourage performance while mitigating against excessive risk-taking. A three-year voting cycle ensures that our Compensation Committee will have adequate time to evaluate the results of the say-on-pay vote and make adjustments to our executive compensation program that reflect thoughtful consideration of shareholder views. Moreover, a three-year voting cycle provides our shareholders with the opportunity to evaluate whether our executive compensation strategy is successful in helping to influence the success of our business strategy.

The choice of frequency that receives the highest FOR vote will be considered the advisory vote of shareholders on this Proposal. Abstentions and broker non-votes will not count as votes cast and will have no effect on the outcome of this Proposal. A signed and dated, uninstructed proxy will be voted for the every three years alternative.

If a plurality of votes are cast in favor of a voting cycle other than every three years, the Board will evaluate the frequency of future say-on-pay votes with due consideration to the expressed shareholder preference. However, because the vote on this Proposal is advisory, not mandatory, the Board may decide that it is in the best interests of our shareholders and the Company to hold the advisory say-on-pay vote more or less frequently than the preference expressed by shareholders.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT**

**SHAREHOLDERS VOTE FOR THE *EVERY THREE YEARS* OPTION**

**AS THE FREQUENCY FOR THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.**

**NOTE: SHAREHOLDERS ARE NOT VOTING TO APPROVE**

**OR DISAPPROVE THIS RECOMMENDATION.**

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## CORPORATE GOVERNANCE

**General.** The Company periodically reviews its corporate governance policies and practices. This process includes comparing its current policies and practices to policies and practices suggested by various groups or authorities active in corporate governance and practices of other public companies. Based upon this review, the Company adopts any changes in corporate governance policies that the Board of Directors believes are best for the Company. As part of the Company's continuing efforts to strengthen its corporate governance practices, protect the interests of its shareholders, and reflect the adoption of the New York Stock Exchange corporate governance rules, the Board of Directors has taken several important actions.

**Corporate Governance Guidelines.** The Board has adopted and reviewed a set of Corporate Governance Guidelines, which are available on the corporate governance pages of the Company's website, [www.myNYCB.com](http://www.myNYCB.com), and are available in print to any shareholder who requests a copy. These Guidelines address, among other matters, the qualifications and responsibilities of directors; functions of the Board and Board committees; director compensation, training, and performance evaluations; and management performance evaluations and succession.

**Director Independence.** The Board of Directors of the Company has determined that the following directors are independent within the meaning of the rules of the New York Stock Exchange: Dominick Ciampa, Maureen E. Clancy, Hanif W. Dahya, Robert S. Farrell, William C. Frederick, M.D., Max L. Kupferberg, Michael J. Levine, Guy V. Molinari, and John M. Tsimbinos. Additionally, the Board has determined that each of the members of the Audit, Nominating and Corporate Governance, and Compensation Committees is independent in accordance with the listing standards of the New York Stock Exchange and, in the case of the members of the Audit Committee, the rules of the SEC. In determining the independence of its members, the Board broadly considers all facts and circumstances it deems to be relevant and does not limit such review to a specific set of categorical independence standards. Such determinations are made not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships, among others.

In arriving at its conclusions with respect to the directors named above, the Board determined that the directors had no material relationships (as such term is defined under the listing standards of the New York Stock Exchange) with the Company either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company. Directors Ciampa and Levine are principals in, or have ownership interests in, organizations that maintain lending relationships with the Community Bank, and Director Levine is a guarantor of a loan between the Community Bank and a family member. These Directors have fully disclosed such relationships to the Board, and the Board has determined that the subject loans do not involve more than normal risk of collectability or present other unfavorable features, and were made on substantially the same terms, including interest rates and collateral requirements, as those prevailing at the same time for comparable transactions with unaffiliated persons and, accordingly, the lending relationships maintained by the Community Bank with Messrs. Ciampa and Levine would not be inconsistent with a determination that they are independent directors of the Company. Further, both Director Ciampa and Director Levine possess significant knowledge of, and each is a principal in companies that actively participate in, the New York metropolitan area real estate market where the Banks currently conduct significant portions of their lending businesses. The Board has determined that it is in the best interests of the Banks and the Company not to exclude such potential borrowers from conducting business with the Banks in accordance with the arms-length terms described above, and under circumstances that are no more favorable than those available to the Banks' other borrowers.

**Board Leadership Structure and Board's Role in Risk Oversight.** Currently, the Chairman of the Board is an independent director. The offices of Chairman of the Board and Chief Executive Officer (CEO) are separated, with Joseph R. Ficalora holding the position of CEO and Dominick Ciampa being Chairman of the Board. The Company does not have a formal policy with respect to the separation or combination of the offices

of Chairman of the Board and CEO. Rather, the Board has the discretion to combine or separate these roles as it deems appropriate from time to time, which provides the Board with the necessary flexibility to adjust to changed circumstances. In light of the many challenges arising from the difficult economic and regulatory environment, the Board determined that separating the roles of Chairman and CEO would allow the CEO to devote the requisite significant time and focus on managing our business and maintaining our financial strength. However, as it has done in previous years, the Board may determine that combining these roles would better serve the Company by enabling one individual to act as a bridge between management and the Board, thereby facilitating their common purpose, and clarifying lines of authority and responsibility. Historically, the Company has designated a separate lead independent director at times when the offices of Chairman and CEO were combined.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk, and reputational risk. Management is responsible for the day-to-day management of the risks the Company faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. To do this, the Chairman of the Board meets regularly with management to discuss strategy and the risks facing the Company. Senior management attends the Board meetings and is available to address any questions or concerns raised by the Board on risk management and any other matters. The Chairman of the Board and independent members of the Board work together to provide strong, independent oversight of the Company's management and affairs through its standing committees and, when necessary, special meetings of the independent directors.

**Procedures to be Followed by Shareholders in Recommending Director Candidates.** It is the policy of the Nominating and Corporate Governance Committee to consider director candidates recommended by shareholders who appear to be qualified to serve on the Board. The Nominating and Corporate Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nominating and Corporate Governance Committee does not perceive a need to increase the size of the Board of Directors. To avoid the unnecessary use of the Nominating and Corporate Governance Committee's resources, the Nominating and Corporate Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below. To submit a recommendation of a director candidate to the Nominating and Corporate Governance Committee, a shareholder should submit the following information in writing, addressed to the Chairman of the Nominating and Corporate Governance Committee, care of the Corporate Secretary, at the main office of the Company:

- a. the name of the person recommended as a director candidate;
- b. all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
- c. the written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;
- d. the name and address of the shareholder making the recommendation, as they appear on the Company's books; provided, however, that if the shareholder is not a registered holder of the Company's Common Stock, the shareholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company's Common Stock;
- e. a statement disclosing whether such shareholder is acting with, or on behalf of, any other person and, if applicable, the identity of such person; and
- f. such other information as the Company may require in accordance with its established nomination procedures then in effect.

In order for a director candidate to be considered for nomination at the Company's Annual Meeting of Shareholders, the recommendation must be received at the principal executive office of the Company not less than 90 days prior to the date of the meeting; provided, however, that in the event that less than 100 days' notice or prior disclosure of the date of the Annual Meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

**Code of Business Conduct and Ethics.** The Company maintains a Code of Professional Conduct applicable to all Company, Community Bank, and Commercial Bank employees that sets forth requirements relating to ethical conduct, conflicts of interest, and compliance with the law. The Code of Professional Conduct requires that the Banks' employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Company's and the Banks' best interests. The Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer are bound by the Code of Professional Conduct. In addition, the Board of Directors has adopted a Code of Business Conduct and Ethics for the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer of the Company. A copy of that Code, which also applies to the Directors and all other employees of the Company, is available, free of charge, on the corporate governance pages of the Investor Relations portion of our website, [www.myNYCB.com](http://www.myNYCB.com), and is available in print to any shareholder who requests a copy.

**Communication with the Board of Directors.** Shareholders and other parties interested in communicating directly with the Presiding Director or with the non-management directors as a group may do so by writing to: Presiding Director, New York Community Bancorp, Inc., 615 Merrick Avenue, Westbury, New York 11590. Letters addressed to the Presiding Director will be opened by the Company's Corporate Secretary, who will review them and forward a summary of such correspondence to the Presiding Director and, if applicable, the Board. If the Corporate Secretary determines that an item of correspondence relates to the functions of the Board or its committees, or otherwise requires their attention, he will direct the item itself to the Presiding Director or other Board members. Directors may at any time review a log of all correspondence received by the Company that is addressed to the Presiding Director as provided above and request copies of any correspondence.

#### ADDITIONAL INFORMATION

##### Shareholder Proposals

To be considered for inclusion in the Company's proxy statement and form of proxy relating to the Annual Meeting of Shareholders to be held in 2012, a shareholder proposal must be received by the Secretary of the Company, at the address set forth on the first page of this proxy statement, not later than December 24, 2011. If such Annual Meeting is held on a date more than thirty (30) days from June 2, 2012, a shareholder proposal must be received within a reasonable time before the Company begins to print and mail its proxy solicitation materials for such Annual Meeting. Any such proposal will be subject to the proxy rules adopted by the SEC.

##### Notice of Business to be Conducted at an Annual Meeting

The Bylaws of the Company, a copy of which may be obtained from the Company, set forth the procedures by which a shareholder may properly bring business before a meeting of shareholders. Pursuant to the Bylaws, only business brought by, or at the direction of, the Board of Directors may be conducted at a special meeting. The Bylaws of the Company provide an advance notice procedure for a shareholder to properly bring business before an annual meeting. The shareholder must give written advance notice to the Secretary of the Company not less than ninety (90) days before the date originally fixed for such meeting; *provided, however*, that in the event that less than one hundred (100) days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder, to be timely, must be received not later than the close of business on the tenth day following the date on which the Company's notice to shareholders of the annual meeting date was mailed or such public disclosure was made.

### **Attendance at the Annual Meeting**

If you are a holder of record and plan to attend the Annual Meeting, please indicate this when you vote. The top half of the proxy card is your admission ticket. When you arrive at the Annual Meeting, you will be asked to present this admission ticket and photo identification, such as a driver's license. If you hold your Common Stock in street name, you will need proof of ownership to be admitted to the Meeting. A recent brokerage statement or a letter from your bank or broker are examples of proof of ownership. If you want to vote your Common Stock held in street name in person, **you must get a written proxy in your name from the broker, bank, or other nominee that holds your shares.**

### **Other Matters Which May Properly Come Before the Annual Meeting**

The Board of Directors knows of no business that will be presented for consideration at the Annual Meeting other than as stated in the Notice of Annual Meeting of Shareholders. If, however, other matters are properly brought before the Meeting, it is the intention of the members of the Proxy Committee to vote the shares represented thereby on such matters in accordance with their best judgment.

Whether or not you intend to be present at the Annual Meeting, you are urged to sign, date, and return your proxy card or to vote via the Internet or by telephone promptly. If you are then present and wish to vote your shares in person, your original proxy may be revoked by voting at the Annual Meeting.

### **Online Delivery of Proxy and Other Materials**

We have elected to take advantage of SEC rules that allow companies to furnish proxy materials to their shareholders on the Internet. We believe that these rules allow us to provide our shareholders with the information they need to vote at our Annual Meeting, while also lowering the costs of delivery and reducing the environmental impact of producing and distributing the related proxy materials.

Since April 22, 2011, the proxy materials for the 2011 Annual Meeting (which includes the 2010 Annual Report to Shareholders) have been available at the following web site: [www.proxyvote.com](http://www.proxyvote.com). Shareholders who wish to receive a printed copy of the proxy materials available on this web site may request copies in any of the following ways: (i) via the Internet, at [www.proxyvote.com](http://www.proxyvote.com); (ii) by telephone, at 1-800-579-1639; or (iii) by sending an e-mail to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Shareholders who are not eligible to vote at the Annual Meeting may find our 2010 Annual Report to Shareholders and the Notice of Annual Meeting and Proxy Statement on the Investor Relations portion of our Company website.

We encourage all of our shareholders who have Internet access to receive future proxy materials online rather than through the U.S. mail delivery system. By electing to receive our materials electronically, you will be supporting our efforts to add to shareholder value. Other benefits of this service include:

Receiving shareholder communications, including the Company's annual report to shareholders and proxy statement, as soon as they are available, thus eliminating the need to wait for them to arrive by mail;

Enjoying easier access to convenient online voting; and

Eliminating bulky paper documents from your personal files.

### **Householding of Proxy Statements and Annual Reports**

The SEC has adopted rules that permit companies to mail a single proxy statement and a single annual report to two or more shareholders sharing the same address. This practice is known as householding. Householding provides greater convenience to shareholders and saves the Company money by reducing excess printing costs. You may have been identified as living at the same address as another Company shareholder. If this is the case, and unless the Company receives contrary instructions from you, we will continue to household your proxy statement and annual report for the reasons stated above.

If you are a shareholder or a beneficial owner at a shared address to which a single copy of both the proxy statement and the annual report has been delivered, and you would like to receive your own copy of this proxy statement and the annual report, you may obtain them electronically from the Investor Relations portion of our website, [www.myNYCB.com](http://www.myNYCB.com), by selecting SEC Documents ; by contacting the Investor Relations Department of the Company by phone (516-683-4420) or by e-mail ([ir@myNYCB.com](mailto:ir@myNYCB.com)); or by writing to the Investor Relations Department of the Company and indicating that you are a shareholder at a shared address and would like an additional copy of each document.

If you are a recordholder and would like to receive a separate proxy statement or annual report in the future, please contact BNY Mellon Shareowner Services either by phone at (866) 293-6077, by e-mail at [shrrelations@melloninvestor.com](mailto:shrrelations@melloninvestor.com), or by mail at 480 Washington Boulevard, Jersey City, New Jersey 07310. If you are a beneficial owner and would like to receive a separate proxy statement or annual report in the future, please contact your broker, bank, or other nominee.

If, on the other hand, you are a multiple shareholder sharing an address, and are receiving multiple copies of this proxy statement or the annual report, please contact BNY Mellon Shareowner Services at one of the numbers or addresses listed above so that all shareholders at the shared address can request that only a single copy of each document be mailed to your address in the future. If you are the beneficial owner, but not the recordholder, of Company shares, and you wish to receive only one copy of the proxy statement and annual report in the future, you will need to contact your broker, bank, or other nominee so that all shareholders at the shared address can request that only a single copy of each document be mailed to your address in the future.

**A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC, accompanies this proxy statement. An additional copy will be furnished without charge to shareholders upon written request to New York Community Bancorp, Inc., Investor Relations Department, 615 Merrick Avenue, Westbury, New York 11590.**

By Order of the Board of Directors,

Westbury, New York  
April 22, 2011

R. Patrick Quinn  
*Executive Vice President,  
Chief Corporate Governance Officer,*

*and Corporate Secretary*

**YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO PROMPTLY COMPLETE, SIGN, DATE, AND RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR TO VOTE VIA THE INTERNET OR TELEPHONE.**









## **ADMISSION TICKET**

**NEW YORK COMMUNITY BANCORP, INC.**

**ANNUAL MEETING OF SHAREHOLDERS**

Thursday, June 2, 2011

10:00 a.m. Eastern Daylight Time

Sheraton LaGuardia East Hotel

135-20 39th Avenue

Flushing, New York

You must present this admission ticket in order to gain admittance to the Annual Meeting. This ticket admits only the shareholder(s) listed on the reverse side and is not transferable. Each shareholder will be asked to present valid picture identification, such as a driver's license. Cameras, recording devices, and other electronic devices will not be permitted during the meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).

M33842-P08942

## **REVOCABLE PROXY**

**NEW YORK COMMUNITY BANCORP, INC.**

**ANNUAL MEETING OF SHAREHOLDERS**

**Thursday, June 2, 2011**

**10:00 a.m., Eastern Daylight Time**

The undersigned hereby appoints the Proxy Committee of the Board of Directors of New York Community Bancorp, Inc. (the Company), with full power of substitution, to act as attorney and proxy for the undersigned, and to vote all shares of Common Stock of the Company which the undersigned is entitled to vote only at the Annual Meeting of Shareholders, to be held on Thursday, June 2, 2011 at 10:00 a.m., Eastern Daylight Time, at the Sheraton LaGuardia East Hotel, 135-20 39th Avenue, Flushing, New York, and at any and all adjournments thereof, as set forth on the reverse side.

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY PROMPTLY**

**IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR**

**VOTE VIA THE INTERNET OR BY TELEPHONE**

*(Continued, and to be marked, dated, and signed, on the other side)*

**NEW YORK COMMUNITY BANCORP, INC.**

**615 Merrick Avenue**

**Westbury, NY 11590**

April 22, 2011

Dear Plan Participant:

On Thursday, June 2, 2011, New York Community Bancorp, Inc. (the Company or NYCB ) will hold its Annual Meeting of Shareholders. In connection with this meeting, six proposals are being presented to our shareholders for a vote.

As a participant in one or more of the stock-related plans (the Stock Plans ) listed at the end of this letter, you are entitled to provide instructions as to how you would like the trustee for the Stock Plans to vote the shares of NYCB common stock credited to your Stock Plan account(s) as of April 7, 2011, the record date for the 2011 Annual Meeting.

The respective trustee will vote the shares of NYCB common stock held in your Stock Plan account(s) in accordance with your timely instructions. Shares that are held in your Stock Plan account(s) for which no voting instructions are provided, or for which timely instructions are not received, will be voted proportionately to voting instructions that are received from other Plan participants.

To provide your voting instructions, **please complete the enclosed Voting Instruction Form and return it by Thursday, May 12, 2011**, to the NYCB Benefits Unit, Human Resources, New York Community Bancorp, Inc., 1601 Veterans Memorial Highway, Ste 205, Islandia, NY 11749. For your convenience, an envelope marked Confidential is enclosed.

In addition, please note that if you or your family holds shares of NYCB common stock outside of the Stock Plans, you can expect to receive a proxy card for those shares in a separate mailing.

In connection with the Annual Meeting, the Company has published the 2011 Notice of Annual Meeting and Proxy Statement, which will provide you with information on the Company and the proposals that will be presented at the Annual Meeting on June 2nd. The Company also has issued its 2010 Annual Report to Shareholders. Please review these documents prior to completing your Voting Instruction Form. For your convenience you can obtain these documents by visiting our web site, [www.myNYCB.com](http://www.myNYCB.com), and following these simple instructions:

1. Click on Investor Relations
2. Click on SEC Documents
3. Click on Latest Annual Report
4. Go back to Documents
5. Click on Latest Proxy Statement

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If you prefer to receive a hard copy of the 2010 Annual Report to Shareholders or the 2011 Notice of Annual Meeting and Proxy Statement, please contact the NYCB Benefits Unit at 631-650-8779. A supply of these Annual Meeting documents is also available at every branch.

Sincerely yours,

THE NYCB BOARD OF DIRECTORS

*This letter and Voting Instruction Form are being sent to participants in the NYCB ESOP, the NYCB Employee Savings Plan, and the NYCB 2006 Stock Incentive Plan.*

**VOTING INSTRUCTION FORM**

I, the undersigned, understand that the Stock Plan Trustee is the holder of record and custodian of all shares of New York Community Bancorp, Inc. (the Company) common stock credited to my accounts under the Stock Plans in which I am a participant and noted on the letter provided with this form. Further, I understand that my voting instructions are solicited on behalf of the Company's Board of Directors for the Annual Meeting of Shareholders to be held on June 2, 2011 or at any adjournments thereof.

*I hereby instruct the Stock Plan Trustee to vote all shares credited to me as follows:*

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4 and 5.**

1. The election as directors of all nominees listed (except as marked to the contrary).

**Nominees: Dominick Ciampa, William C. Frederick, M.D., Max L. Kupferberg, Spiros J. Voutsinas, and Robert Wann**

FOR

WITHHELD

\_\_\_\_\_

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To withhold your vote for any individual nominee, write that nominee's name on the line below:

2. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of New York Community Bancorp, Inc. for the fiscal year ending December 31, 2011.

FOR

AGAINST

ABSTAIN

\_\_\_\_\_

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3. Re-approval of the New York Community Bancorp, Inc. Management Incentive Compensation Plan, which was originally approved by the Company's stockholders in 2006 and the material terms of which are described in the Company's Proxy Statement dated April 22, 2011.

FOR

AGAINST

ABSTAIN

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4. Re-approval of the New York Community Bancorp, Inc. 2006 Stock Incentive Plan, which was originally approved by the Company's stockholders in 2006 and the material terms of which are described in the Company's Proxy Statement dated April 22, 2011.

FOR

AGAINST

ABSTAIN

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5. To approve, by non-binding vote, an advisory proposal on compensation for certain of our executive officers.

FOR

AGAINST

ABSTAIN

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE 3-YEAR OPTION ON PROPOSAL 6.**

6. To provide an advisory vote on the frequency with which the advisory vote on the executive officers compensation shall occur.

1 Year

2 Years

3 Years

ABSTAIN

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**The Trustee is hereby authorized to vote any shares credited to my Stock Plan account(s) as indicated above.**

Print your name on this line

Your signature

Date

Please date, sign, and return this form in the envelope provided **by no later than Thursday, May 12, 2011**, to the NYCB Benefits Unit, New York Community Bancorp, Inc., 1601 Veterans Memorial Highway, Ste 205, Islandia, NY 11749.

**NEW YORK COMMUNITY BANCORP, INC.**

**615 Merrick Avenue**

**Westbury, NY 11590**

April 22, 2011

Dear Retiree:

On Thursday, June 2, 2011, New York Community Bancorp, Inc. (the Company or NYCB ) will hold its Annual Meeting of Shareholders. In connection with this meeting, six proposals are being presented to our shareholders for a vote.

As a participant in one or more of the stock-related plans (the Stock Plans ) maintained by the Company or New York Community Bank listed at the end of this letter, you are entitled to provide instructions as to how you would like the trustee for the Stock Plans to vote the shares of NYCB common stock credited to your Stock Plan account(s) as of April 7, 2011, the record date for the 2011 Annual Meeting.

The respective trustee will vote those shares of NYCB common stock held in your Stock Plan account(s) in accordance with your timely instructions. Shares that are held in your Stock Plan account(s) but for which no voting instructions are provided, or for which timely instructions are not received, will be voted proportionately to voting instructions received from other Plan participants.

To provide your voting instructions, **please complete the enclosed Voting Instruction Form and return it by Thursday, May 12, 2011**, to the NYCB Benefits Unit, Human Resources, New York Community Bancorp, Inc., 1601 Veterans Memorial Highway, Ste 205, Islandia, NY 11749. For your convenience, an envelope marked Confidential is enclosed.

In addition to the Voting Instruction Form, we are providing you with a Notice of Annual Meeting and Proxy Statement, dated April 22, 2011, together with a copy of the Company's 2010 Annual Report to Shareholders.

Please note that if you or your family holds shares of NYCB common stock outside of the Stock Plans, you can expect to receive a separate mailing with regard to the voting of those shares. This letter and Voting Authorization Form pertain **only** to those shares held through the Stock Plans.

Should you have any questions, please contact the NYCB Benefits Unit at 631-650-8779.

Sincerely yours,



*This letter and Voting Instruction Form are being sent to participants in the NYCB ESOP, the NYCB Employee Savings Plan, and the NYCB 2006 Stock Incentive Plan.*

**VOTING INSTRUCTION FORM**

I, the undersigned, understand that the Stock Plan Trustee is the holder of record and custodian of all shares of New York Community Bancorp, Inc. (the Company) common stock credited to my accounts under the Stock Plans in which I am a participant and noted on the letter provided with this form. Further, I understand that my voting instructions are solicited on behalf of the Company's Board of Directors for the Annual Meeting of Shareholders to be held on June 2, 2011 or at any adjournments thereof.

*I hereby instruct the Stock Plan Trustee to vote all shares credited to me as follows:*

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4 and 5.**

1. The election as directors of all nominees listed (except as marked to the contrary).

**Nominees: Dominick Ciampa, William C. Frederick, M.D., Max L. Kupferberg, Spiros J. Voutsinas, and Robert Wann**

FOR

WITHHELD

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\_\_\_\_\_

To withhold your vote for any individual nominee, write that nominee's name on the line below:

2. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of New York Community Bancorp, Inc. for the fiscal year ending December 31, 2011.

FOR

AGAINST

ABSTAIN

\_\_\_\_\_

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3. Re-approval of the New York Community Bancorp, Inc. Management Incentive Compensation Plan, which was originally approved by the Company's stockholders in 2006 and the material terms of which are described in the Company's Proxy Statement dated April 22, 2011.

FOR

AGAINST

ABSTAIN

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4. Re-approval of the New York Community Bancorp, Inc. 2006 Stock Incentive Plan, which was originally approved by the Company's stockholders in 2006 and the material terms of which are described in the Company's Proxy Statement dated April 22, 2011.

FOR

AGAINST

ABSTAIN

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5. To approve, by non-binding vote, an advisory proposal on compensation for certain of our executive officers.

FOR

AGAINST

ABSTAIN

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE 3-YEAR OPTION ON PROPOSAL 6.**

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6. To provide an advisory vote on the frequency with which the advisory vote on the executive officers compensation shall occur.

1 Year

2 Years

3 Years

ABSTAIN

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**The Trustee is hereby authorized to vote any shares credited to my Stock Plan account(s) as indicated above.**

Print your name on this line

Your signature

Date

Please date, sign, and return this form in the envelope provided **by no later than Thursday, May 12, 2011**, to the NYCB Benefits Unit, New York Community Bancorp, Inc., 1601 Veterans Memorial Highway, Ste 205, Islandia, NY 11749.