

STERLING BANCORP
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FELDESMAN WALTER

(Last) (First) (Middle)
650 FIFTH AVENUE, 4TH FLOOR

(Street)
NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/11/2005		M		13,502	A	\$ 7.25
					45,448	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option (right to buy)	\$ 7.25	02/11/2005		M	13,502	06/30/2001 ⁽¹⁾	06/30/2005	Common Stock
Non-qualified stock option (right to buy)	\$ 15.47					06/29/2002 ⁽¹⁾	06/29/2006	Common Stock
Non-qualified stock option (right to buy)	\$ 14.39					07/31/2002 ⁽¹⁾	07/31/2006	Common Stock
Non-qualified stock option (right to buy)	\$ 19.85					06/28/2003 ⁽¹⁾	06/28/2007	Common Stock
Non-qualified stock option (right to buy)	\$ 16.61					07/31/2003 ⁽¹⁾	07/31/2007	Common Stock
Non-qualified stock option (right to buy)	\$ 18.61					06/30/2004 ⁽¹⁾	06/30/2008	Common Stock
Non-qualified stock option (right to buy)	\$ 19.71					07/31/2004 ⁽¹⁾	07/31/2008	Common Stock
Non-qualified stock option (right to buy)	\$ 23.02					06/30/2005 ⁽¹⁾	06/30/2009	Common Stock
Non-qualified stock option (right to buy)	\$ 22.47					07/30/2005 ⁽¹⁾	07/30/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDESMAN WALTER 650 FIFTH AVENUE	X			

4TH FLOOR
NEW YORK, NY 10019

Signatures

/s/ Feldesman,
Walter

02/11/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Non-qualified stock options become exercisable in installments over a four year period, commencing on the first anniversary of the grant for a term of five years from the date of grant (first exercisable date listed).

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