

TIETJEN JOHN W
Form 4/A
December 14, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
TIETJEN JOHN W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

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

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2004

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/10/2004 | | M | 6,000 A \$ 7.28 | 37,317 | D | |
| Common Stock | 12/10/2004 | | F | 3,302 D \$ 26.64 | 34,015 | D | |
| Common Stock | | | | | 6,629 | I | By 401(k) |

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

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SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Options (right to buy) | \$ 6.8 | | | | | 01/31/1998 ⁽¹⁾ | 01/31/2007 | Common Stock | 4,76 |
| Incentive Stock Options (right to buy) | \$ 10.85 | | | | | 02/10/1999 ⁽²⁾ | 02/10/2008 | Common Stock | 34,30 |
| Incentive Stock Options (right to buy) | \$ 9.12 | | | | | 02/12/2003 ⁽³⁾ | 02/12/2009 | Common Stock | 45,73 |
| Incentive Stock Options (right to buy) | \$ 7.28 | | | | | 02/11/2007 ⁽⁴⁾ | 02/11/2010 | Common Stock | 31,17 |
| Incentive Stock Options (right to buy) | \$ 15.32 | | | | | 02/06/2010 ⁽⁶⁾ | 02/06/2012 | Common Stock | 13,05 |
| Non-qualified Stock Options (right to buy) | \$ 7.28 | | | | | 02/11/2001 ⁽⁷⁾ | 02/11/2010 | Common Stock | 6,38 |
| Non-qualified Stock Options (right to buy) | \$ 15.32 | | | | | 02/06/2003 ⁽⁷⁾ | 02/06/2012 | Common Stock | 22,94 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TIETJEN JOHN W 650 FIFTH AVENUE | | | EVP, Treasurer and CFO | |

4TH FLOOR
NEW YORK, NY 10019

Signatures

/s/ Tietjen, John

12/14/2004

W

__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) Options became exercisable in installments over a two-year period from date of grant and for a term of 10 years from grant date (first exercisable date listed).
- (2) Options became exercisable in three installments on the first anniversary of the grant, for a term of 10 years from date of grant (first exercisable date listed).
- (3) Options become exercisable, commencing on fourth anniversary of the grant, in installments over a five-year period for a term of 10 years from grant date (first exercisable date listed).
- (4) Options become exercisable in three installments commencing on the seventh anniversary of the grant date and for a term of 10 years from grant date (first exercisable date listed).
On 12/10/04 it was incorrectly reported that 6,000 Incentive Stock Options at \$7.28 were exercised; this amended Form 4 correctly
- (5) reflects that the exercise was 6,000 Non-qualified Stock Options at \$7.28. The correct number of derivative securities beneficially owned following this transaction (reflected on this amended Form 4) are 31,172 and 6,388 respectively.
- (6) Options become exercisable in two installments commencing on the eighth anniversary of the grant date and for a term of 10 years from grant date (first exercisable date listed).
- (7) Non-qualified options are exercisable commencing on the first anniversary of the grant for a term of 10 years from grant date (first exercisable date listed).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.