

TIETJEN JOHN W
Form 4/A
February 12, 2007

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)
12/31/2006

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

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)
01/24/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/31/2006 | | J ⁽¹⁾ | | 12 A \$ 0 | D ⁽²⁾ | |
| Common Stock | 01/22/2007 | | M | | 4,999 A \$ 6.48 | D | |
| Common Stock | 01/22/2007 | | F | | 1,778 D \$ 18.21 | D | |
| Common Stock | | | | | 8,740 ⁽³⁾ | I | By 401(k) |

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
| Incentive Stock Options (right to buy) | \$ 6.48 | 01/22/2007 | | M | 4,999 | 01/31/1998 01/31/2007 | Common Stock | 4 |
| Incentive Stock Options (right to buy) | \$ 10.34 | | | | | 02/10/1999 ⁽⁴⁾ 02/10/2008 | Common Stock | 36 |
| Incentive Stock Options (right to buy) | \$ 8.69 | | | | | 02/12/2003 ⁽⁵⁾ 02/12/2009 | Common Stock | 48 |
| Incentive Stock Options (right to buy) | \$ 6.94 | | | | | 02/11/2007 ⁽⁶⁾ 02/11/2010 | Common Stock | 32 |
| Incentive Stock Options (right to buy) | \$ 14.6 | | | | | 02/06/2010 ⁽⁷⁾ 02/06/2012 | Common Stock | 13 |
| Non-qualified Stock Options (right to buy) | \$ 6.94 | | | | | 02/11/2001 ⁽⁸⁾ 02/11/2010 | Common Stock | 6 |
| Non-qualified Stock Options (right to buy) | \$ 14.6 | | | | | 02/06/2003 ⁽⁸⁾ 02/06/2012 | Common Stock | 24 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

TIETJEN JOHN W
650 FIFTH AVENUE
4TH FLOOR
NEW YORK, NY 10019

EVP and CFO

Signatures

/s/ Tietjen, John
W

01/23/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Reporting person received an additional 12 shares in his profit sharing plan as a result of reinvestment of dividends held in profit sharing plan and securities issued as a result of stock dividends or splits. Reporting person does not have sole voting and investment power with respect to this security. These shares are held in profit sharing plans as to which he has the power to direct the vote.
 - (2) Reporting person has shared voting and investment power with respect to these securities (to the extent he has not disclaimed ownership thereof), except for 240 shares held in a profit sharing plan, as to which he has the power to direct the vote.
 - (3) Amount of shares beneficially owned was reported ncorrectly; amount of shares beneficially owned corrected from 7,695 to 8,470.
 - (4) 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).
 - (5) 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).
 - (6) 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).
 - (7) 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).
 - (8) 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.