

STERLING BANCORP
Form 5
January 31, 2008

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
CAPPELLI LOUIS J

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

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)
Chairman and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|---|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/12/2007 | Â | G | 11,250 D \$ 0 | 639,756 | D | Â |
| Common Stock | Â | Â | Â | Â Â Â | 6,602 | I | By IRA |
| Common Stock | Â | Â | Â | Â Â Â | 711 | I | Owned By Spouse ⁽¹⁾ |

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

**Persons who respond to the collection of information
contained in this form are not required to respond unless**

SEC 2270
(9-02)

the form displays a currently valid OMB control 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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Non-qualified Stock Options (right to buy) | \$ 10.34 | Â | Â | Â | Â Â | 02/10/1999 ⁽²⁾ 02/10/2008 | Common Stock 24 |
| Non-qualified Stock Options (right to buy) | \$ 8.69 | Â | Â | Â | Â Â | 02/12/2000 ⁽²⁾ 02/12/2009 | Common Stock 24 |
| Non-qualified Stock Options (right to buy) | \$ 6.94 | Â | Â | Â | Â Â | 02/11/2001 ⁽²⁾ 02/11/2010 | Common Stock 14 |
| Non-qualified Stock Options (right to buy) | \$ 14.6 | Â | Â | Â | Â Â | 02/06/2003 ⁽²⁾ 02/06/2012 | Common Stock 4 |

Reporting Owners

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

Signatures

/s/ Cappelli,
Louis J 01/17/2008

**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).

- Owned beneficially and of record by Virginia M. Cappelli, wife of Louis J. Cappelli. Louis J. Cappelli expressly declares that the filing of
- (1) this Statement of Changes shall not be construed as an admission that he is, for the purpose of Section 16 of this Act, the beneficial owner of any of the securities in this note and he hereby disclaims any beneficial ownership of the securities by this note.
- (2) 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 provided 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.