

HERSHFIELD ALLAN A  
 Form 5  
 February 14, 2006

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
 HERSHFIELD ALLAN A

(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)  
 12/31/2005

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 16,671 (1)   | D  |                                   |

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

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SEC 2270 (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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Non-qualified stock option (right to buy)  | \$ 14.74   | Â                                    | Â  | Â                              | Â Â   | 06/29/2002 <sup>(2)</sup>                                | 06/29/2006      | Common Stock  | 9,000                      |
| Non-qualified stock option (right to buy)  | \$ 13.71   | Â                                    | Â  | Â                              | Â Â   | 07/31/2002 <sup>(2)</sup>                                | 07/31/2006      | Common Stock  | 4,000                      |
| Non-qualified stock option (right to buy)  | \$ 18.91   | Â                                    | Â  | Â                              | Â Â   | 06/28/2003 <sup>(2)</sup>                                | 06/28/2007      | Common Stock  | 9,000                      |
| Non-qualified stock option (right to buy)  | \$ 15.82   | Â                                    | Â  | Â                              | Â Â   | 07/31/2003 <sup>(2)</sup>                                | 07/31/2007      | Common Stock  | 4,000                      |
| Non-qualified stock option (right to buy)  | \$ 17.73   | Â                                    | Â  | Â                              | Â Â   | 06/30/2004 <sup>(2)</sup>                                | 06/30/2008      | Common Stock  | 4,000                      |
| Non-qualified stock option (right to buy)  | \$ 18.78   | Â                                    | Â  | Â                              | Â Â   | 07/31/2004 <sup>(2)</sup>                                | 07/31/2008      | Common Stock  | 4,000                      |
| Non-qualified stock option (right to buy)  | \$ 21.93   | Â                                    | Â  | Â                              | Â Â   | 06/30/2005 <sup>(2)</sup>                                | 06/30/2009      | Common Stock  | 4,000                      |
| Non-qualified stock option (right to buy)  | \$ 21.41   | Â                                    | Â  | Â                              | Â Â   | 07/30/2005 <sup>(2)</sup>                                | 07/30/2009      | Common Stock  | 4,000                      |
| Non-qualified Stock Options (right to buy) | \$ 20.34   | Â                                    | Â  | Â                              | Â Â   | 12/19/2005 <sup>(3)</sup>                                | 06/30/2010      | Common Stock  | 4,000                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HERSHFIELD ALLAN A  
650 FIFTH AVENUE  
4TH FLOOR  
NEW YORK, NY 10019

X                    

Signatures

/s/ Hershfield,  
Allan F                      02/14/2006

Signature of                      Date  
Reporting Person

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) Includes securities issued as a result of a stock split in the form of a 5% dividend paid by issuer on December 12, 2005; exercise prices have been adjusted accordingly.
- (2) Transfer of shares acquired by exercise of non-qualified stock options is restricted to even installments over a four year period commencing on the first anniversary of the grant.
- (3) On December 15, 2005 the Board of Directors voted to accelerate the vesting and exercisability of any outstanding unvested and unexercisable non-qualified stock options held by non-employee directors, effective as of December 19, 2005; provided, however, that transfer of shares acquired by such exercise is restricted until the date that the option would have been exercisable prior to such change.

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.