

CAPPELLI LOUIS J  
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 \*  
CAPPELLI LOUIS J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

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 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                    | 12/12/2005                           |  | G                              | 10,000 D  | \$ 0 621,334   | D <sup>(1)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 6,602 <sup>(1)</sup>   | I  | By IRA                            |
| Common Stock                    |                                      |  |                                |   | 711 <sup>(1)</sup>   | I  | Owned By Spouse <sup>(2)</sup>    |

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

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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 of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |
| Incentive Stock Options (right to buy)     | \$ 6.48  | Â                                    | Â  | Â                              | Â   | Â   | 01/31/1998 <sup>(3)</sup>                                | 01/31/2007      | Common Stock  | 4  |
| Non-qualified Stock Options (right to buy) | \$ 6.48  | Â                                    | Â  | Â                              | Â   | Â   | 01/31/1998 <sup>(3)</sup>                                | 01/31/2007      | Common Stock  | 1  |
| Non-qualified Stock Options (right to buy) | \$ 10.34   | Â                                    | Â  | Â                              | Â   | Â   | 02/10/1999   | 02/10/2008      | Common Stock  | 24   |
| Non-qualified Stock Options (right to buy) | \$ 8.69  | Â                                    | Â  | Â                              | Â   | Â   | 02/12/2000 <sup>(3)</sup>                                | 02/12/2009      | Common Stock  | 24   |
| Non-qualified Stock Options (right to buy) | \$ 6.94  | Â                                    | Â  | Â                              | Â   | Â   | 02/11/2001 <sup>(3)</sup>                                | 02/11/2010      | Common Stock  | 14   |
| Non-qualified Stock Options (right to buy) | \$ 14.6  | Â                                    | Â  | Â                              | Â   | Â   | 02/06/2003 <sup>(3)</sup>                                | 02/06/2012      | Common Stock  | 4  |

## Reporting Owners

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

## Signatures

/s/ Cappelli,  
Louis J

02/14/2006

\_\_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) 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.  
  
Owned beneficially and of record by Virginia M. Cappelli, wife of Louis J. Cappelli. Louis J. Cappelli expressly declares that the filing of
- (2) 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.
- (3) 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.