

STERLING BANCORP
Form 4/A
October 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
FELDESMAN WALTER

(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. Date of Earliest Transaction (Month/Day/Year)
03/24/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
05/12/2006

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 Filing (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/24/2006		G		25	D	\$ 0 18,577
Common Stock	04/28/2006		G		10	D	\$ 0 18,567
Common Stock	05/10/2006		M		9,603	A	\$ 14.74 28,170
Common Stock	05/10/2006		M		4,573	A	\$ 13.71 32,743
Common Stock	05/10/2006		F		10,212	D	\$ 20 22,531
	05/12/2006		G		85 ⁽¹⁾	D	\$ 0 22,446

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Common
Stock

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 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)	8. Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 14.74	05/10/2006		M	9,603	06/29/2002 ⁽²⁾ 06/29/2006	Common Stock	9
Non-qualified stock option (right to buy)	\$ 13.71	05/10/2006		M	4,573	07/31/2002 ⁽²⁾ 07/31/2006	Common Stock	4
Non-qualified stock option (right to buy)	\$ 18.91					06/28/2003 ⁽²⁾ 06/28/2007	Common Stock	9
Non-qualified stock option (right to buy)	\$ 15.82					07/31/2003 ⁽²⁾ 07/31/2007	Common Stock	4
Non-qualified stock option (right to buy)	\$ 17.73					06/30/2004 ⁽²⁾ 06/30/2008	Common Stock	4
Non-qualified stock option (right to buy)	\$ 18.78					07/31/2004 ⁽²⁾ 07/31/2008	Common Stock	4
Non-qualified stock option (right to buy)	\$ 21.93					06/30/2005 ⁽²⁾ 06/30/2009	Common Stock	4
Non-qualified stock option (right to buy)	\$ 21.41					07/30/2005 ⁽²⁾ 07/30/2009	Common Stock	4

Non-qualified
stock option
(right to buy)

Common
Stock

Non-qualified
Stock Options \$ 20.34
(right to buy)

12/19/2005⁽³⁾ 06/30/2010

Common
Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDESMAN WALTER 650 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Feldesman,
Walter 06/16/2006

**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) On November 9, 2005 a sale of 4,000 common shares was reported. This amount was incorrect and should have been reported on November 9, 2005 as a sale of 5,000 common shares. The correct number of amount of securities beneficially owned as May 12, 2006 is correctly stated as 22,446.
 - (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 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.