

STERLING BANCORP
Form 4
January 31, 2008

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

(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)
01/29/2008

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)
EVP and CFO

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	01/29/2008		M	V	36,017	A	\$ 10.34	81,170	D	
Common Stock	01/29/2008		F		25,880	D	\$ 14.39	55,290	D	
Common Stock								9,850	I	By 401(k)

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

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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)
Incentive Stock Options (right to buy)	\$ 10.34	01/29/2008		M	36,017	02/10/1999 ⁽¹⁾ 02/10/2008	Common Stock
Incentive Stock Options (right to buy)	\$ 8.69					02/12/2003 ⁽²⁾ 02/12/2009	Common Stock
Incentive Stock Options (right to buy)	\$ 6.94					02/11/2007 ⁽³⁾ 02/11/2010	Common Stock
Incentive Stock Options (right to buy)	\$ 14.6					02/06/2010 ⁽⁴⁾ 02/06/2012	Common Stock
Non-qualified Stock Options (right to buy)	\$ 6.94					02/11/2001 ⁽⁵⁾ 02/11/2010	Common Stock
Non-qualified Stock Options (right to buy)	\$ 14.6					02/06/2003 ⁽⁵⁾ 02/06/2012	Common Stock

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

01/30/2008

__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).
- (1) Options became exercisable in two installments on the first anniversary of the grant, for a term of 10 years from date of grant (first exercisable date listed).
 - (2) 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).
 - (3) Options become exercisable, commencing on the seventh anniversary of the grant, in three installments for a term of 10 years from grant date (first exercisable date listed).
 - (4) Options become exercisable, commencing on the eighth anniversary of the grant, in two installments for a term of 10 years from grant date (first exercisable date listed).
 - (5) 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.

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