

HUMPHREYS HENRY J
 Form 5
 February 14, 2006

FORM 5

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

OMB APPROVAL

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 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 *
 HUMPHREYS HENRY 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)
 12/31/2005

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	16,736 ⁽¹⁾	D	

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
Non-qualified stock option (right to buy)	\$ 14.74	Â	Â	Â	Â Â	06/29/2002 ⁽²⁾ 06/29/2006	Common Stock 9,
Non-qualified stock option (right to buy)	\$ 13.71	Â	Â	Â	Â Â	07/31/2002 ⁽²⁾ 07/31/2006	Common Stock 4,
Non-qualified stock option (right to buy)	\$ 18.91	Â	Â	Â	Â Â	06/28/2003 ⁽²⁾ 06/28/2007	Common Stock 9,
Non-qualified stock option (right to buy)	\$ 15.82	Â	Â	Â	Â Â	07/31/2003 ⁽²⁾ 07/31/2007	Common Stock 4,
Non-qualified stock option (right to buy)	\$ 17.73	Â	Â	Â	Â Â	06/30/2004 ⁽²⁾ 06/30/2008	Common Stock 4,
Non-qualified stock option (right to buy)	\$ 18.78	Â	Â	Â	Â Â	07/31/2004 ⁽²⁾ 07/31/2008	Common Stock 4,
Non-qualified stock option (right to buy)	\$ 21.93	Â	Â	Â	Â Â	06/30/2005 ⁽²⁾ 06/30/2009	Common Stock 4,
Non-qualified stock option (right to buy)	\$ 21.41	Â	Â	Â	Â Â	07/30/2005 ⁽²⁾ 07/30/2009	Common Stock 4,
Non-qualified Stock Options (right to buy)	\$ 20.34	Â	Â	Â	Â Â	12/19/2005 ⁽³⁾ 06/30/2010	Common Stock 4,

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

