

STERLING BANCORP  
Form 4  
August 13, 2008

**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 \*  
APPLEBAUM HOWARD M

(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)  
08/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Common Stock	08/04/2008		S		200	D	\$ 16.39	6,143	I	By IRA
Common Stock	08/04/2008		S		400	D	\$ 16.25	5,743	I	By IRA
Common Stock	08/04/2008		S		300	D	\$ 16.28	5,443	I	By IRA
Common Stock	08/04/2008		S		1,100	D	\$ 16.24	4,343	I	By IRA
Common Stock	08/11/2008		S		200	D	\$ 16.37	4,143	I	By IRA

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Common Stock	08/11/2008	S	100	D	\$ 16.31	4,043	I	By IRA
Common Stock	08/11/2008	S	100	D	\$ 16.29	3,943	I	By IRA
Common Stock	08/11/2008	S	100	D	\$ 16.26	3,843	I	By IRA
Common Stock	08/11/2008	S	100	D	\$ 16.27	3,743	I	By IRA
Common Stock	08/11/2008	S	400	D	\$ 16.36	3,343	I	By IRA
Common Stock						34,161	D	
Common Stock						2,219	I	By 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 8.69					02/12/2000 <sup>(1)</sup> 02/12/2009	Common Stock	12,000
Incentive Stock Options (right to buy)	\$ 14.6					02/06/2003 <sup>(2)</sup> 02/06/2012	Common Stock	18,900
Non-qualified Stock Options (right to buy)	\$ 26.94					12/19/2005 <sup>(3)</sup> 03/22/2011	Common Stock	10,500

