

MILLMAN JOHN C
 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 *
 MILLMAN JOHN C

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)
 President

(Last) (First) (Middle)

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

650 FIFTH AVENUE, 4TH FLOOR

(Street)

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 | 12/31/2005 | ^ | J ⁽¹⁾ | 836 A \$0 | 307,969 | D ⁽²⁾ ⁽³⁾ | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 33,465 ⁽²⁾ | I | By 401(k) |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 7,477 ⁽²⁾ | I ⁽⁴⁾ | By IRA |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 291 ⁽²⁾ | I | Owned By Spouse |

| | | | | | | | | | |
|-----------------|---|---|---|---|---|---|----------------------|---|-----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 1,197 ⁽²⁾ | I | Owned By Spouse (IRA) |
|-----------------|---|---|---|---|---|---|----------------------|---|-----------------------------|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Options (right to buy) | \$ 14.6 | Â | Â | Â | Â | 02/06/2004 ⁽⁵⁾ 02/06/2012 | Common Stock 3 |
| Non-qualified Stock Options (right to buy) | \$ 10.34 | Â | Â | Â | Â | 02/10/1999 ⁽⁶⁾ 02/10/2008 | Common Stock 12 |
| Non-qualified Stock Options (right to buy) | \$ 8.69 | Â | Â | Â | Â | 02/12/2000 ⁽⁶⁾ 02/12/2009 | Common Stock 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLMAN JOHN C 650 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10019 | Â X | Â | Â President | Â |

Signatures

/s/ Millman,
John C

02/13/2006

**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).

- Reporting person received an additional 836 shares in his profit sharing plan as a result of reinvestment of dividends held in profit sharing plan and securities issued as a result of stock dividends or splits. Reporting person does not have sole voting and investment power with respect to these securities. These shares are held in profit sharing plans as to which he has the power to direct the vote.
- (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.
 - (2) Reporting person has shared voting and investment power with respect to these securities, except for 11990 shares held in a profit sharing plan, as to which he has the power to direct the vote. Includes reinvestment of dividends on shares held in profit sharing plan.
 - (3) Upon termination of ESOP plan shares transferred to IRA.
 - (4) Options become exercisable, commencing on the second anniversary of the grant, in installments over a six-year period 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).
 - (6)

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.