

STERLING BANCORP  
Form 5  
January 29, 2008

**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

(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)  
12/31/2007

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)  
President

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)	(A) or (D)	Price	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	^	^	^	^	^	^	306,424 <sup>(1)</sup>	D	^
Common Stock	^	^	^	^	^	^	52,121	I	By 401(k)
Common Stock	^	^	^	^	^	^	7,477	I	By IRA
Common Stock	^	^	^	^	^	^	291	I	Owned By Spouse

Common Stock    Â                    Â                    Â                    Â                    Â                    Â                    1,197                    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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**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 <sup>(2)</sup> 02/06/2012	Common Stock 3
Non-qualified Stock Options (right to buy)	\$ 10.34	Â	Â	Â	Â	02/10/1999 <sup>(3)</sup> 02/10/2008	Common Stock 12
Non-qualified Stock Options (right to buy)	\$ 8.69	Â	Â	Â	Â	02/12/2000 <sup>(3)</sup> 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                    01/29/2008

\_\_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) Reporting person has shared voting and investment power with respect to these securities, except for 12,601 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.
- (2) 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).
- (3) 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 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.