

Robinson Eliot S
 Form 5/A
 February 10, 2012

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 *
 Robinson Eliot S

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)
 EVP - Sterling National Bank

(Last) (First) (Middle)
 650 FIFTH AVENUE, 4TH FLOOR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/07/2012

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 | Â | Â | Â | Â | Â | D | Â |
| Common Stock | Â | Â | Â | Â | 21,566 ⁽¹⁾ | I | By 401(k) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (right to buy) | \$ 17.99 | Â | Â | Â | Â Â | 03/15/2012 ⁽²⁾ 03/15/2017 | Common Stock 10 |
| Incentive Stock Option | \$ 14.6 | Â | Â | Â | Â Â | 02/06/2003 ⁽³⁾ 02/06/2012 | Common Stock 14 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Robinson Eliot S 650 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10019 | Â | Â | Â | EVP - Sterling National Bank Â |

Signatures

Eliot S. Robinson 02/09/2012

**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).
Includes 2,003 shares of restricted common stock issued March 25, 2010 and 1,904 shares of restricted common stock issued March 24, 2011, pursuant to the Sterling Bancorp Stock Incentive Plan. The shares vest 50%, 25% and 25% on the second, third and fourth
- (1) anniversaries of the respective grant dates subject to (1) accelerated vesting upon death, disability and change in control and (2) continued vesting upon retirement after the second anniversary of the grant date subject to compliance with a non-compete. All shares owned directly are subject to full dividend reinvestment.
- (2) CORRECTED FOOTNOTE: Non-qualified stock options become exercisable commencing on the fifth anniversary of the grant date for a term of ten years from date of grant.
- (3) CORRECTED FOOTNOTE: Options become exercisable in three installments on the first anniversary of the grant, for a term of ten years from the date of the grant (first exercisable date listed).

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