HERSHFIELD ALLAN F

Form 4 April 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HERSHFIELD ALLAN F Issuer Symbol STERLING BANCORP [stl] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 650 FIFTH AVENUE 03/29/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NEW YORK, NY 10019

(State)

(Zin)

(City)

(City)	(State) (A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date		3.	4. Securities A	•	5. Amount of				
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dispose (D)	ea oi	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(IIIsti. <i>3)</i>		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
		(Month Buji Tear)	(IIIstr. 0)	(Instr. 5, Tune	. 5)	Following	(Instr. 4)	(Instr. 4)		
						Reported	((======================================		
				(A)		Transaction(s)				
			Code V	or Amount (D)		(Instr. 3 and 4)				
Common Stock	03/29/2012		F	312 (1) D	\$ 9.77	23,859	D			
Common Stock	03/29/2012		F	156 (2) D	\$ 9.79	23,703	D			
Common Stock	03/29/2012		F	312 (3) D	\$ 9.79	23,391	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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ e		Underly Securitic (Instr. 3	ring es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r	Director	10% Owner	Officer	Other			
HERSHFIELD ALLAN F							
650 FIFTH AVENUE	X						
NEW YORK, NY 10019							

Signatures

Allan F.
Hershfield

**Signature of Reporting Person

O3/29/2012

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) Represents shares disposed of to pay withholding taxes on the first vesting date of restricted shares granted on 3/25/10.
- (2) Represents shares disposed of to pay withholding taxes on the first vesting date of restricted shares granted on 3/24/11.
- (3) Represents shares disposed of to pay withholding taxes on the second vesting date of restricted shares granted on 3/25/10.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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