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FREDERICK WILLIAM C MD

Form 5

February 14, 2003

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/          OMB APPROVAL          /
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| FORM 5 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported

Form 4 Transactions Reported

(Print or Type Responses)

1. Name and Address of Reporting Person*

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Frederick                William                C.
-----
(Last)                   (First)                   (Middle)

                        615 Merrick Avenue
-----
                        (Street)

Westbury                NY                11590
-----
(City)                   (State)                   (Zip)

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2. Issuer Name and Ticker or Trading Symbol New York Community Bancorp, Inc.

(NYB)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year December 2002

5. If Amendment, Date of Original (Month/Year) -----

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director ___ Officer ___ 10% Owner ___ Other

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----- (give title below) (specify below)

7. Individual or Joint/Group Filing
(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 BENEFICIA

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount, Price or Other Consideration (Instr. 5) |
|---------------------------------|--------------------------------|--|--------------------------------|---|--|
|---------------------------------|--------------------------------|--|--------------------------------|---|--|

Common Stock

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

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
SEC 2270 (9-02)

FORM 5 (continued)

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAALLY 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) | 4. Transaction Code (Instr. 8) | 5. Amount, Price or Other Consideration (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|--|
|--|--|--------------------------------------|--------------------------------|--|

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| | | | | |
|--|---------|---------|--|---|
| Option to Purchase Common Stock (1) | \$9.31 | | | |
| Option to Purchase Common Stock (1) | \$11.81 | | | |
| Option to Purchase Common Stock (2) | \$24.61 | 7/24/02 | | A |

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned At End of Year (Instr. 4) | 10. Owner- ship of De- rivative Security: Direct (D) or Indirect (Instr. 4) |
|--|---|---|---|--|
| Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | |
| 7/31/01 | 10/20/08 | Common Stock | 202,140 | D |
| 7/31/01 | 2/17/10 | Common Stock | 18,360 | D |
| 7/24/03 | 7/24/12 | Common Stock | 25,500 | D |

Explanation of Responses:

- (1) In connection with the merger of Richmond County Financial Corp. ("Richmond County") with an Bancorp, Inc. ("NYCB") on July 31, 2001, each option to purchase 1 share of Richmond County reporting person was converted to an option to purchase 1.02 shares of NYCB common stock. The for each converted NYCB option was determined by dividing the exercise price of such option such quotient to be rounded to the nearest whole cent.
- (2) Options granted under the NYCB 1997 Stock Option Plan that vest in three equal annual instal 24, 2003.

/s/ Ilene A. Angarola

February 14, 2003

**Signature of Reporting Person

Date

By: Ilene A. Angarola, Power of Attorney
For: William C. Frederick, M.D.

** Intentional misstatements or omissions of facts constitute

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Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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