

HERSHFIELD ALLAN A
 Form 5
 February 14, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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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 *
 HERSHFIELD ALLAN A

2. Issuer Name and Ticker or Trading Symbol
 STERLING BANCORP [STL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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				(A) or (D) Price	16,671 ⁽¹⁾	D	

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock option (right to buy)	\$ 14.74	Â	Â	Â	Â Â	06/29/2002 ⁽²⁾	06/29/2006	Common Stock	9,000
Non-qualified stock option (right to buy)	\$ 13.71	Â	Â	Â	Â Â	07/31/2002 ⁽²⁾	07/31/2006	Common Stock	4,000
Non-qualified stock option (right to buy)	\$ 18.91	Â	Â	Â	Â Â	06/28/2003 ⁽²⁾	06/28/2007	Common Stock	9,000
Non-qualified stock option (right to buy)	\$ 15.82	Â	Â	Â	Â Â	07/31/2003 ⁽²⁾	07/31/2007	Common Stock	4,000
Non-qualified stock option (right to buy)	\$ 17.73	Â	Â	Â	Â Â	06/30/2004 ⁽²⁾	06/30/2008	Common Stock	4,000
Non-qualified stock option (right to buy)	\$ 18.78	Â	Â	Â	Â Â	07/31/2004 ⁽²⁾	07/31/2008	Common Stock	4,000
Non-qualified stock option (right to buy)	\$ 21.93	Â	Â	Â	Â Â	06/30/2005 ⁽²⁾	06/30/2009	Common Stock	4,000
Non-qualified stock option (right to buy)	\$ 21.41	Â	Â	Â	Â Â	07/30/2005 ⁽²⁾	07/30/2009	Common Stock	4,000
Non-qualified Stock Options (right to buy)	\$ 20.34	Â	Â	Â	Â Â	12/19/2005 ⁽³⁾	06/30/2010	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

