

MILLMAN JOHN C  
Form 5  
January 20, 2010

# 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

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)  
President

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 100196108

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) | (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                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 321,336 <sup>(1)</sup>   | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 63,300   | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Incentive Stock Option (right to buy)      | \$ 14.6  | Â                                    | Â  | Â                              | Â    Â  | 02/06/2004 <sup>(2)</sup> 02/06/2012                     | Common Stock    37,800  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| MILLMAN JOHN C<br>650 FIFTH AVENUE<br>4TH FLOOR<br>NEW YORK, NY 100196108 | Â X           | Â         | Â President | Â     |

## Signatures

John C. Millman                      01/20/2010  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Includes an additional 21 shares not previously reported.

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- (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 the grant date (first exercisable date listed.)

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