

CAPPELLI LOUIS J
Form 5
February 14, 2012

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 *
CAPPELLI LOUIS J

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)
12/31/2011

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

650 FIFTH AVENUE

(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) | (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 ⁽¹⁾ | Â | Â | Â | Â | Â | Â | 765,782 ⁽²⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 6,602 | I | By IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 711 | I | By spouse ⁽³⁾ |

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

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SEC 2270 (9-02)

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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) | \$ 14.6 | | | | (A) (D) | Date Exercisable: 02/06/2003 Expiration Date: 02/06/2012 | Title: Common Stock Amount or Number of Shares: 47,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAPPELLI LOUIS J 650 FIFTH AVENUE NEW YORK, NY 10019 | X | | Chairman and CEO | |

Signatures

Louis J. Cappelli 02/14/2012
 **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 21,939 shares of restricted common stock issued March 25, 2010 and 20,854 shares of restricted common stock issued on March 24, 2011, pursuant to the Sterling Bancorp Stock Incentive Plan. The shares vest 50%, 25% and 25% on the second, third and fourth 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.
 - (2) On August 25, 2011, the Reporting Person caused 166,147 of the Issuer's common shares held by a grantor retained annuity trust ("GRAT") to be distributed to its beneficiaries, and such beneficiaries immediately contributed all of the Issuer's shares received from the GRAT to a limited liability company of which the Reporting Person is the sole managing member. Such distribution and subsequent contribution were exempt from Section 16(a)-13 under the Securities Exchange Act of 1934, as amended.
 - (3) Owned beneficially and of record by Virginia M. Cappelli, wife of Louis J. Cappelli. Louis J. Cappelli expressly declares that the filing of the Annual Statement of Changes shall not be construed as an admission that he is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the securities in this note and he hereby disclaims beneficial ownership of the securities by this note.

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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