

STERLING BANCORP  
Form 4/A  
October 31, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FELDESMAN WALTER**  
  
(Last) (First) (Middle)  
  
**650 FIFTH AVENUE, 4TH FLOOR**  
  
(Street)  
  
**NEW YORK, NY 10019**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STERLING BANCORP [STL]**  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/08/2005**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/09/2005**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
6. 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock					37,448	D	
Common Stock	11/09/2005		S	(1)	5,000 \$ 21.09	D	D
Common Stock	11/09/2005		S		1,000 \$ 21.1	D	D
Common Stock	11/11/2005		S		2,000 \$ 21.75	D	D
Common Stock	11/18/2005		S		500 \$ 21.77	D	D
	11/23/2005		G		215 \$ 0	D	D



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On November 9, 2005 a sale of 4,000 common shares was reported. This amount was incorrect and should have been reported on

- (1) November 9, 2005 as a sale of 5,000 common shares. The correct number of amount of securities beneficially owned as of November 30, 2005 is correctly stated as 28,698.

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

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