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STERLING BANCORP  
Form S-8  
July 24, 2002

As filed with the Securities and Exchange Commission on July 24, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
Registration Statement  
Under  
THE SECURITIES ACT OF 1933

STERLING BANCORP  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

13-2565216  
(I.R.S. Employer  
Identification No.)

650 Fifth Avenue  
New York, New York 10019  
(212) 757-3300  
(Address and telephone number of Principal Executive Offices)

Sterling Bancorp  
Stock Incentive Plan  
(Full title of the plan)

John W. Tietjen  
Executive Vice President, Treasurer and  
Chief Financial Officer  
Sterling Bancorp  
650 Fifth Avenue  
New York, New York 10019  
(Name and address of agent for service)

(212) 757-3300  
(Telephone number, including area code, of agent for service)

COPY TO:  
Michael J. Segal, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison  
1285 Avenue of the Americas  
New York, New York 10019-6064  
(212) 373-3000

(COVER CONTINUED ON NEXT PAGE)

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## CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED AGGREGATE PRI
Common Stock, \$1.00 Par Value (including associated and attached rights to purchase shares of capital stock under the Company's Shareholder Protection Rights Agreement dated as of May 21, 1998)	400,000 (1)	\$29.27	\$11,7

(1) Represents additional shares of common stock ("Common Stock") issuable pursuant to the Sterling Bancorp Stock Incentive Plan. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Sterling Bancorp (the "Company") as may be issuable as a result of stock splits, stock dividends or additional similar transactions.

(2) Estimated solely for calculating the amount of the registration fee. Pursuant to Rule 457(h) under the Securities Act of 1933 (the "Securities Act") based upon the average of the high and low sales prices of the registrant's Common Stock as reported by the New York Stock Exchange on July 22, 2002.

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## INTRODUCTION

We are filing this registration statement for the purpose of registering, in accordance with General Instruction E of Form S-8, an additional 400,000 shares of Common Stock, par value \$1.00 per share, issuable under the Sterling Bancorp Stock Incentive Plan (the "Incentive Plan").

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2001;
2. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002;
3. The Company's Registration Statement on Form S-8 (File No. 333-72294)

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dated October 26, 2001.

4. The Company's Registration Statement on Form S-8 (File No. 333-63665) dated September 18, 1998; and

5. The Company's Registration Statement on Form S-8 (File No. 333-27473) dated May 20, 1997.

All other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registrations statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registrations statement.

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### Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Jerrold Gilbert, Esq., whose legal opinion with respect to the securities registered hereunder is filed as Exhibit 5.1 hereto, is an employee of the Company and participates in the Incentive Plan and other benefit plans established by the Company. Mr. Gilbert holds options to purchase 73,283 shares of common stock of the Company, with attached and associated rights.

### Item 8. EXHIBITS

Exhibit	Document
5.1	-- Opinion of Jerrold Gilbert, Esq. as to the validity of the shares to be issued.
23.1	-- Consent of KPMG LLP.
23.2	-- Consent of Jerrold Gilbert, Esq. (contained in Exhibit 5.1).
24	-- Power of Attorney (reference is made to the signature page).

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the

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registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 24, 2002.

STERLING BANCORP

By: /s/ Louis J. Cappelli

-----  
Name: Louis J. Cappelli  
Title: Chairman of the Board and  
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Louis J. Cappelli and John C. Millman or any one of them, to act as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement and to file the same, with exhibits thereto, and other documents in connection therewith with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this registration statement has been duly signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Louis J. Cappelli ----- Louis J. Cappelli	Chairman of the Board, Chief Executive Officer And Director (principal executive officer)	July 24, 2002
/s/ John C. Millman ----- John C. Millman	President and Director	July 24, 2002

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SIGNATURE -----	TITLE -----	DATE ----
/s/ John W. Tietjen	Executive Vice President,	July 24, 2002

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----- John W. Tietjen	Treasurer and Chief Financial Officer (principal financial officer)	
/s/ Joseph M. Adamko ----- Joseph M. Adamko	Vice Chairman of the Board and Director	July 24, 2002
/s/ Robert Abrams ----- Robert Abrams	Director	July 24, 2002
/s/ Walter Feldesman ----- Walter Feldesman	Director	July 24, 2002
----- Allan F. Hershfield	Director	
/s/ Henry J. Humphreys ----- Henry J. Humphreys	Director	July 24, 2002
----- Eugene T. Rossides	Director	
/s/ Joseph Cicero ----- Joseph Cicero	Senior Vice President and Controller (controller)	July 24, 2002