

STERLING BANCORP  
Form 8-K  
June 17, 2005



- o **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - o **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - o **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))**
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**ITEM 1.01**

**ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On June 15, 2005, the Compensation Committee of the Board of Directors of the Company determined to award cash bonuses in respect of the year 2004 to Louis J. Cappelli, Chairman of the Board and Chief Executive Officer, in the amount of \$825,000, and to John C. Millman, President, in the amount of \$350,000, under the Company's Key Executive Incentive Bonus Plan.

**ITEM 7.01**

**REGULATION FD DISCLOSURE**

On June 16, 2005 the Company issued a press release announcing that the Board of Directors has increased the Company's authority to repurchase Common Shares by an additional 800,000 shares. The press release is included as Exhibit 99.1.

**ITEM 9.01**

**FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

99.1 Press release dated June 16, 2005 (furnished pursuant to Item 7.01)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: June 17, 2005

By: /s/ JOHN W. TIETJEN  
JOHN W. TIETJEN  
Executive Vice President, and Chief  
Financial Officer

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**EXHIBIT INDEX**

Exhibit  
Number

99.1 Press Release dated June 16, 2005