STERLING BANCORP
Form 10-Q
August 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549
FORM 10-Q

(MARK ONE)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2003

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ______________________ TO ______________________

COMMISSION FILE NUMBER: 1-5273-1

STERLING BANCORP
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW YORK	13-2565216
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION)
650 FIFTH AVENUE, NEW YORK, N.Y.	10019-6108
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

212-757-3300
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A
(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.
[X] YES [ ] NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
[X] YES [ ] NO

AS OF JULY 31, 2003 THERE WERE 11,908,916 SHARES OF COMMON STOCK, $1.00 PAR VALUE, OUTSTANDING.

STERLING BANCORP

STERLING BANCORP AND SUBSIDIARIES
Consolidated Balance Sheets

(Unaudited)

	June 30, 2003	December 31, 2002
ASSETS		
Cash and due from banks	$ 58,168,239	$ 58,173,569
Interest-bearing deposits with other banks	2,287,689	2,872,710
Federal funds sold	-	5,000,000
Securities available for sale	114,645,826	128,465,512
Securities available for sale - pledged	79,830,422	90,969,577
Securities held to maturity	152,621,335	147,109,430
Securities held to maturity - pledged	236,503,154	222,229,901
Total investment securities	583,600,737	588,774,420
Loans held for sale	69,811,132	54,684,987
Loans held in portfolio, net of unearned discounts	800,978,701	791,315,047
Less allowance for loan losses	14,183,944	13,549,297
Loans, net	786,794,757	777,765,750
Customers' liability under acceptances	2,360,178	1,545,335
Excess cost over equity in net assets of the banking subsidiary	21,158,440	21,158,440
Premises and equipment, net	9,312,011	9,263,172
Other real estate	964,632	822,820
Accrued interest receivable	4,988,636	4,881,937
Bank owned life insurance	21,368,669	20,830,688
Other assets	19,075,094	15,347,734
	$ 1,579,890,214	$ 1,561,121,562
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits		
Noninterest-bearing deposits	$ 385,094,677	$ 401,553,363
Interest-bearing deposits	679,900,588	645,539,745
Total deposits	1,064,995,265	1,047,093,108
Federal funds purchased and securities sold under agreements to repurchase	118,722,437	100,925,635
Commercial paper	17,348,400	29,318,920
Other short-term borrowings	31,609,519	37,030,404
Acceptances outstanding	2,360,178	1,545,335
Accrued expenses and other liabilities	67,954,340	75,427,836
Long-term debt - FHLB	115,000,000	115,000,000
Total liabilities	1,417,990,139	1,406,341,238
Corporation Obligated Mandatorily Redeamable Capital Securities of Subsidiary Trust	25,000,000	25,000,000
Shareholders' equity		

Preferred stock, $5 par value. Authorized 644,389 shares; Series D issued 228,389 and 232,206 shares, respectively	2,283,690	2,322,060
Common stock, $1 par value. Authorized 20,000,000 shares; issued 13,203,432 and 13,124,002 shares, respectively	13,203,432	13,124,002
Capital surplus	144,627,728	143,495,362
Retained earnings	10,952,765	3,783,539
Accumulated other comprehensive income, net of tax	812,784	1,330,239
	171,880,399	164,055,202
Less		
Common shares in treasury at cost, 1,303,422 and 1,261,061 shares, respectively	33,477,738	32,400,952
Unearned compensation	1,502,586	1,873,926
Total shareholders' equity	136,900,075	129,780,324
	$ 1,579,890,214	$ 1,561,121,562

See Notes to Consolidated Financial Statements.

STERLING BANCORP SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	Three Months Ended June 30,		Six Mon Jun
	2003	2002	2003
INTEREST INCOME			
Loans	$ 15,380,839	$ 14,245,642	$ 30,140,752
Investment securities			
Available for sale	2,394,809	4,413,069	4,906,586
Held to maturity	5,297,940	4,857,289	10,628,939
Federal funds sold	17,926	31,806	39,902
Deposits with other banks	3,941	10,925	12,494
Total interest income	23,095,455	23,558,731	45,728,673
INTEREST EXPENSE			
Deposits	2,309,285	3,309,349	4,510,920
Federal funds purchased and securities sold under agreements to repurchase	408,199	356,939	718,616
Commercial paper	55,418	152,455	126,069
Other short-term borrowings	140,841	130,059	330,609
Long-term debt	1,081,377	1,125,607	2,162,257
Total interest expense	3,995,120	5,074,409	7,848,471
Net interest income	19,100,335	18,484,322	37,880,202

Provision for loan losses	2,172,500	4,600,000	3,963,800
Net interest income after provision for loan losses	16,927,835	13,884,322	33,916,402
NONINTEREST INCOME			
Factoring income	1,410,679	1,552,012	2,763,181
Mortgage banking income	3,690,889	2,682,715	6,933,537
Service charges on deposit accounts	1,269,782	1,239,696	2,501,780
Trade finance income	588,631	626,671	1,161,644
Trust fees	165,051	174,542	330,448
Other service charges and fees	531,504	611,895	966,714
Bank owned life insurance income	277,150	293,825	537,980
Securities gains	100,366	844,343	196,358
Other income	81,248	215,398	177,955
Total noninterest income	8,115,300	8,241,097	15,569,597
NONINTEREST EXPENSES			
Salaries and employee benefits	8,562,583	8,036,410	17,046,238
Occupancy expenses, net	1,234,531	1,322,235	2,530,252
Equipment expenses	719,575	793,707	1,366,089
Advertising and marketing	859,565	935,566	1,650,383
Professional fees	899,357	688,861	1,625,989
Data processing fees	260,022	370,731	525,054
Stationery and printing	236,797	329,143	445,115
Communications	405,989	387,949	848,679
Capital securities costs	536,449	512,447	1,071,566
Other expenses	1,829,280	1,858,641	3,350,439
Total noninterest expenses	15,544,148	15,235,690	30,459,804
Income before income taxes	9,498,987	6,889,729	19,026,195
Provision for income taxes	3,638,985	1,659,120	7,319,770
Net income	$ 5,860,002	$ 5,230,609	$ 11,706,425
Average number of common shares outstanding			
Basic	11,867,207	12,012,021	11,863,240
Diluted	12,579,840	12,813,243	12,564,370
Earnings per average common share			
Basic	$ 0.49	$ 0.44	$ 0.98
Diluted	0.47	0.40	0.93
Dividends per common share	0.19	0.18	0.38

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended June 30,		Six Months End June 30
	2003	2002	2003

Net Income	$ 5,860,002	$ 5,230,609	$ 11,706,425	$ 10
Other comprehensive income, net of tax:				
Unrealized holding gains (losses) arising during the period	108,583	2,596,974	(411,225)	1
Reclassification adjustment for gains included in net income	(54,298)	(456,790)	(106,230)	
Comprehensive income	$ 5,914,287	$ 7,370,793	$ 11,188,970	$ 11

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)

	Six Months Ended June 30, 2003	2002
Preferred Stock		
Balance at January 1	$ 2,322,060	$ 2,346,060
Conversions of Series D shares	(38,370)	(16,160)
Balance at June 30	$ 2,283,690	$ 2,329,900
Common Stock		
Balance at January 1	$ 13,124,002	$ 10,834,853
Conversions of preferred shares into common shares	5,851	2,048
Option exercised	73,579	288,018
Balance at June 30	$ 13,203,432	$ 11,124,919
Capital Surplus		
Balance at January 1	$ 143,495,362	$ 98,487,765
Conversions of preferred shares into common shares	32,519	14,112
Issuance of shares under incentive compensation plan	-	386,400
Options exercised	1,099,847	3,504,240
Balance at June 30	$ 144,627,728	$ 102,392,517
Retained Earnings		
Balance at January 1	$ 3,783,539	$ 32,419,767
Net Income	11,706,425	10,496,910
Cash dividends paid - common shares	(4,474,055)	(3,582,048)
- preferred shares	(63,144)	(56,554)
Balance at January 30	$ 10,952,765	$ 39,278,075

Accumulated Other Comprehensive Income		
Balance at January 1	$ 1,330,239	$ 1,119,223
Unrealized holding (losses) gains arising during the period:		
Before tax	(760,122)	3,088,573
Tax effect	348,897	(1,417,654)
Net of tax	(411,225)	1,670,919
Reclassification adjustment for gains included in net income:		
Before tax	(196,358)	(844,343)
Tax effect	90,128	387,553
Net of tax	(106,230)	(456,790)
Balance at June 30	$ 812,784	$ 2,333,352
Treasury Stock		
Balance at January 1	$ (32,400,952)	$ (15,542,454)
Issuance of shares under incentive compensation plan	-	1,267,200
Surrender of shares issued under incentive compensation plan	(820,779)	(3,034,547)
Purchase of common shares	(256,007)	(11,955,295)
Balance at June 30	$ (33,477,738)	$ (29,265,096)
Unearned Compensation		
Balance at January 1	$ (1,873,926)	$ (1,187,798)
Issuance of shares under incentive compensation plan	-	(1,653,600)
Amortization of unearned compensation	371,340	342,692
Balance at June 30	$ (1,502,586)	$ (2,498,706)
Total Shareholders' Equity		
Balance at January 1	$ 129,780,324	$ 128,477,416
Net changes during the period	7,119,751	(2,782,455)
Balance at June 30	$ 136,900,075	$ 125,694,961

See Notes to Consolidated Financial Statements.

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STERLING BANCORP AND SUBSIDIARIES
Consolidated Statement of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2003	2
Operating Activities	$ 11,706,425	$ 10

Net Income		
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	3,963,800	6
Depreciation and amortization of premises and equipment	834,745	
Securities gains	(196,358)	
Income from bank owned life insurance	(537,980)	
Deferred income tax (benefit) provision	(188,357)	
Net change in loans held for sale	(15,126,145)	21
Amortization of unearned compensation	371,340	
Amortization of premiums on securities	1,075,929	
Accretion of discounts on securities	(715,271)	
(Increase) Decrease in accrued interest receivable	(106,699)	
Decrease in accrued expenses and other liabilities	(7,473,496)	(5
Increase in other assets	(3,122,002)	(21
Issuance cost for preferred securities, net of amortization	-	
Other, net	(798,756)	(1
Net cash (used in) provided by operating activities	(10,312,825)	9
Investing Activities		
Purchase of premises and equipment	(883,584)	(1
Decrease (Increase) in interest-bearing deposits with other banks	585,021	
Decrease in Federal funds sold	5,000,000	10
Increase in other real estate	(141,812)	
Net Increase in loans held in portfolio	(12,992,807)	(17
Proceeds from prepayments, redemptions or maturities of securities - held to maturity	114,664,371	45,
Purchases of Securities - held to maturity	(134,863,881)	(58
Purchases of Securities - available for sale	(209,722,161)	(153
Proceeds from sales of securities - available for sale	5,846,762	39
Proceeds from prepayments, redemptions or maturities of securities - available for sale	228,127,812	95
Net cash used in investing activities	(4,380,279)	(41
Financing Activities		
Decrease in noninterest-bearing deposits	(16,458,686)	(22
Increase in interest-bearing deposits	34,360,843	32
Net proceeds from issuance of Corporation Obligated Mandatorily Redeemable Preferred Securities of Subsidiary Trust	-	24
Increase (Decrease) in Federal funds purchased and securities sold under agreements to repurchase	17,796,802	(35
(Decrease) Increase in commercial paper and other short-term borrowings	(17,391,405)	4
Purchase of treasury stock	(256,007)	(11
Increase in other long-term debt	-	29
Proceeds from exercise of stock options	1,173,426	3
Cash dividends paid on common and preferred stock	(4,537,199)	(3
Net cash provided by financing activities	14,687,774	20
Net decrease in cash and due from banks	(5,330)	(11
Cash and due from banks - beginning of period	58,173,569	50
Cash and due from banks - end of period	$ 58,168,239	$ 38

Supplemental disclosures:

Interest paid	$ 7,769,165	$ 10
Income taxes paid	7,405,194	8

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

1. The consolidated financial statements include the accounts of Sterling Bancorp ("the parent company") and its subsidiaries, principally Sterling National Bank and its subsidiaries ("the bank"), after elimination of material intercompany transactions. The term "the Company" refers to Sterling Bancorp and its subsidiaries. The consolidated financial statements as of and for the interim periods ended June 30, 2003 and 2002 are unaudited; however, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of such periods have been made. Certain reclassifications have been made to the 2002 consolidated financial statements to conform to the current presentation. The interim consolidated financial statements should be read in conjunction with the Company's annual report on Form 10-K for the year ended December 31, 2002. The Company paid stock dividends as follows: a 20% stock dividend on December 9, 2002; a 10% stock dividend on December 10, 2001; a 10% stock dividend on December 11, 2000; and a 5% stock dividend on December 14, 1999. Fractional shares were cashed-out and payments were made to shareholders in lieu of fractional shares. The basic and diluted average number of shares outstanding and earnings per share information for all prior reporting periods have been restated to reflect the effect of the stock dividends.

2. At June 30, 2003, the Company has a stock-based employee compensation plan, which is described more fully in Note 15 of the Company's annual report on Form 10-K for the year ended December 31, 2002. The Company accounts for this plan under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 148, the following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," to the stock-based employee compensation plans.

Three Months Ended June 30,	2003	2002
Net income available for common shareholders	$ 5,828,651	$ 5,202,431
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(297,668)	(218,172)

Pro forma, net income	$ 5,530,983	$ 4,984,259
Earnings per share:		
Basic- as reported	$ 0.49	$ 0.44
Basic- pro forma	0.47	0.42
Diluted- as reported	0.47	0.40
Diluted- pro forma	0.44	0.39

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

Six Months Ended June 30,	2003	2002
Net income available for common shareholders	$ 11,643,281	$ 10,440,356
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(586,655)	(418,690)
Pro forma, net income	$ 11,056,626	$ 10,021,666
Earnings per share:		
Basic- as reported	$ 0.98	$ 0.87
Basic- pro forma	0.93	0.83
Diluted- as reported	0.93	0.81
Diluted- pro forma	0.88	0.78

3. The major components of domestic loans held for sale and loans held in portfolio are as follows:

	June 30, 2003	June 30, 2002
Loans held for sale		
Real estate-mortgage	$ 69,811,132	$ 27,336,456
Loans held in portfolio		
Commercial and industrial	$ 490,035,642	$ 492,937,978
Lease financing	154,600,599	122,884,211
Real estate-mortgage	141,411,118	127,320,083
Real estate-construction	2,392,639	-
Installment	11,767,941	8,216,292

Loans to depository institutions	20,000,000	32,000,000
Loans, gross	820,207,939	783,358,564
Less unearned discounts	19,229,238	13,821,581
Loans, net of unearned discounts	$ 800,978,701	$ 769,536,983

4. The Company's outstanding Preferred Shares comprise 228,369 Series D shares (of 300,000 Series D shares authorized). Each Series D share (all of such shares are owned by the Company's Employee Stock Ownership Trust) is entitled to dividends at the rate of $0.6125 per year, is convertible into 1.5267 Common Shares, and is entitled to a liquidation preference of $10 (together with accrued dividends). All preferred shares are entitled to one vote per share (voting with the Common Shares except as otherwise required by law).

5. The Financial Accounting Standards Board SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information, "established standards for the way that public business enterprises report and disclose selected information about operating segments in interim financial statements issued to stockholders. The Company provides a wide range of financial products and services, including commercial loans, asset-based financing, accounts receivable management services, trade financing, equipment leasing, corporate and consumer deposit services, commercial and residential mortgage lending and brokerage, trust and estate administration and investment management services. The Company's primary source of earnings is net interest income, which represents the difference between interest earned on interest-earning assets and the interest incurred on interest-bearing liabilities. The Company's 2003 year-to-date average interest-earning assets were 58.1% loans (corporate lending was 72.1% and real estate lending was 25.2% of total loans, respectively) and 41.9% investment securities and money market investments. There are no industry concentrations exceeding 10% of loans, gross, in the corporate loan portfolio. Approximately 72% of loans are to borrowers located in the metropolitan New York area. In order to comply with the Provisions of SFAS No. 131, the Company has determined that it has three reportable operating segments: corporate lending, real estate lending and company-wide treasury.

The following tables provide certain information regarding the Company's operating segments for the three and six month periods ended June 30, 2003 and 2002:

	Corporate Lending	Real Estate Lending	Company-wide Treasury
Three Months Ended June 30, 2003			

Net interest income	$ 8,441,397	$ 4,175,562	$ 6,073,723	$
Noninterest income	3,023,464	3,762,007	402,537	
Depreciation and amortization	38,472	78,136	--	
Segment profit	4,911,158	3,995,067	6,413,440	
Segment assets	641,338,480	217,811,425	692,351,954	1,
Three Months Ended June 30, 2002				
Net interest income	$ 7,242,502	$ 3,253,824	$ 7,607,181	$
Noninterest income	3,172,763	2,656,382	1,159,659	
Depreciation and amortization	48,147	47,103	--	
Segment profit	4,162,782	2,894,177	8,802,766	
Segment assets	611,701,737	161,086,704	710,405,554	1,
Six Months Ended June 30, 2003				
Net interest income	$ 16,764,934	$ 7,927,652	$ 12,367,554	$
Noninterest income	6,028,036	7,067,164	779,670	
Depreciation and amortization	88,637	154,392	--	
Segment profit	8,646,012	7,316,417	12,949,568	
Segment assets	641,338,480	217,811,425	692,351,954	1,
Six Months Ended June 30, 2002				
Net interest income	$ 14,274,480	$ 6,632,193	$ 15,106,381	$
Noninterest income	6,009,261	5,174,390	1,400,211	
Depreciation and amortization	93,499	94,143	--	
Segment profit	7,813,669	5,771,340	16,744,877	
Segment assets	611,701,737	161,086,704	710,405,554	1,

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STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

The following table sets forth reconciliations of net interest income, noninterest income, profits and assets of reportable operating segments to the Company's consolidated totals:

	Three Months Ended June 30,		Si
	2003	2002	200
Net interest income:			
Total for reportable operating segments	$ 18,690,682	$ 18,103,507	$ 37,
Other [1]	409,653	380,815	
Consolidated net interest income	$ 19,100,335	$ 18,484,322	$ 37,
Noninterest income:			
Total for reportable operating segments	$ 7,188,008	$ 6,988,804	$ 13,
Other [1]	927,292	1,252,293	1,

Consolidated noninterest income	$ 8,115,300	$ 8,241,097	$ 15,
Profit:			
Total for reportable operating segments	$ 15,319,665	$ 15,859,725	$ 28,
Other [1]	(5,820,678)	(8,969,996)	(9,
Consolidated income before income taxes	$ 9,498,987	$ 6,889,729	$ 19,
Assets:			
Total for reportable operating segments	$ 1,551,501,859	$ 1,483,193,995	$ 1,551,
Other [1]	28,388,355	26,306,282	28,
Consolidated assets	$ 1,579,890,214	$ 1,509,500,277	$ 1,579,

[1] Represents operations not considered to be a reportable segment and/or general operating expenses of the Company.

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

6 . In July 2001, the Financial Accounting Standards Board issued SFAS No. 142,"Goodwill and Other Intangible Assets." SFAS No. 142 changed the Accounting for goodwill, including goodwill recorded in past business combinations. The previous accounting principles governing goodwill generated from a business combination ceased upon adoption of SFAS No. 142 on January 1, 2002. The adoption of SFAS No. 142 had no impact on the Company's balance sheet or statement of income.

7. The following information is provided in connection with the sales of available for sale securities:

Three Months Ended June 30,	2003	2002
Proceeds	$ 3,281,747	$ 39,568,514
Gross Gains	100,366	844,343
Gross Losses	--	--

Six Months Ended June 30,	2003	2002
Proceeds	$ 5,846,762	$ 39,568,514

Gross Gains	196,358	844,343
Gross Losses	--	--

8. FASB Interpretation ("FIN") No. 46 "Consolidation of Variable Interest Entities,an interpretation of ARB No. 51". FIN No.46 establishes accounting guidance for consolidation of variable interest entities ("VIE") that function to support the activities of the primary beneficiary. The primary beneficiary of the VIE entity is the entity that absorbs a majority of the VIE's expected losses, receives a majority of the VIE's expected residual returns, or both, as a result of ownership, controlling interest, contractual relationship or other business relationships with a VIE. Prior to the implementation of FIN No.46, VIE's were generally consolidated by an enterprise when the enterprise had a controlling financial interest through ownership of a majority of voting interest in the entity. The provisions of FIN No.46 were effective immediately for all arrangements entered into after January 31, 2003, and are otherwise effective at the beginning of the first interim period beginning after June 15, 2003.

The Company adopted FIN No.46 on July 1, 2003. In its current form, FIN No.46 may require the Company to deconsolidate its investment in Sterling Bancorp Trust I in future financial statements. The potential de-consolidation of subsidiary trusts, like Sterling Bancorp Trust I, which the Company formed in connection with the issuance of Trust preferred securities, appears to be an unintended consequence of FIN No. 46. It is currently unknown if, or when, the Financial Accounting Standards Board will address this issue. In July 2003, the Board of Governors of the Federal Reserve System issued a supervisory letter instructing bank holding companies to continue to include the trust preferred securities in their Tier I capital for regulatory capital purposes until notice is given to the contrary.

The Federal Reserve intends to review the regulatory implications of any accounting treatment changes and, if necessary or warranted, provide further appropriate guidance. There can be no assurance that the Federal Reserve will continue to allow institutions to include trust preferred securities in Tier I capital for regulatory capital purposes. As of June 30, 2003, assuming the Company was not allowed to include the $25 million in trust preferred securities issued by Sterling Bancorp Trust I in Tier I capital, the Company would still exceed the regulatory required minimums for capital adequacy purposes (See Regulatory Capital and Ratios on page 28). If the trust preferred securities were no longer allowed to be included in Tier 1 capital, the Company would also be permitted to redeem the capital securities, which bear interest at 8.375 percent, without penalty.

SFAS No.150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No.150 establishes standards for how an issuer clarifies, measures and discloses in its financial statements certain financial instruments with characteristics of both liabilities and equity. SFAS No.150 requires that an issuer classify financial instruments that are within its scope as liabilities, in most circumstances. Such financial instruments include:(i) financial instruments that are issued in the form of shares that are mandatorily redeemable. The Company will reflect its $25,000,000 of corporation obligated manditorily redeemable capital securities in liabilities as of September 30, 2003. The interest cost associated with these securities now must be reflected in interest expense while previously this expense was included in noninterest expense. Net income will not be affected by the above changes. SFAS No.150 is effective for contracts entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. Adoption of the SFAS No.150 on July 1, 2003 did not have a significant impact on the Company's consolidated financial statements.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following commentary presents management's discussion and analysis of the consolidated results of operations and financial condition of Sterling Bancorp (the "parent company"), a financial holding company pursuant to an election made under the Gramm-Leach-Bliley Act of 1999, and its wholly-owned subsidiaries Sterling Banking Corporation, Sterling Financial Services Company, Inc., Sterling Bancorp Trust I, Sterling Real Estate Abstract Holding Company, Inc., and Sterling National Bank ("the bank"). The bank, which is the principal subsidiary, owns all of the outstanding shares of Sterling Factors Corporation, Sterling National Mortgage Company, Inc., Sterling National Servicing, Inc., Sterling Trade Services, Inc., and Sterling Holding Company of Virginia, Inc. Sterling Real Estate Abstract Holding Company, Inc. owns 51% of the outstanding common shares of SBC Abstract Company LLC. Sterling Trade Services, Inc. owns all of the outstanding common shares of Sterling National Asia Limited, Hong Kong. Sterling Holding Company of Virginia, Inc. owns all of the outstanding common shares of Sterling Real Estate Holding Company, Inc. Throughout this discussion and analysis, the term "the Company" refers to Sterling Bancorp and its subsidiaries. This discussion and analysis should be read in conjunction with the consolidated financial statements and supplemental data combined elsewhere in this quarterly report as well as the Company's annual report on Form 10-K for the year ended December 31, 2002.

Our Internet address is www.sterlingbancorp.com and the investor relations section of our web site is located at www.sterlingbancorp.com/ ir/investor.cfm. We make available free of charge, on or through the investor relations section of our web site, annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained herein, including but not limited to, statements concerning future results of operations or financial position, borrowing capacity and future liquidity, future investment results, future credit exposure, future loan losses and plans and objectives for future operations, and other statements contained herein regarding matters that are not historical facts, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not historical facts but instead are subject to numerous assumptions, risks and uncertainties, and represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and outside our control. Any forward-looking statements we may make speak only as of the date on which such statements are made. It is possible that our actual results and financial position may differ, possibly materially, from the anticipated results and financial condition indicated in or implied by these forward-looking statements.

Factors that could cause our actual results to differ, possibly materially, from those in the forward-looking statements include, but are not limited to, the following: inflation, interest rates, market and monetary fluctuations; geopolitical developments including acts of war and terrorism and their impact on economic conditions; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve; changes, particularly declines, in general

economic conditions and in the local economies in which the Company operates; the financial condition of the Company's borrowers; competitive pressures on loan and deposit pricing and demand; changes in technology and their impact on the marketing of new products and services and the acceptance of these products and services by new and existing customers; the willingness of customers to substitute competitors' products and services for the Company's products and services; the impact of changes in financial services laws and regulations (including laws concerning taxes, banking, securities and insurance); changes in accounting principles, policies and guidelines; the success of the Company at managing the risks involved in the foregoing as well as other risks and uncertainties detailed from time to time in press releases and other public filings. The foregoing list of important factors is not exclusive, and we will not update any forward-looking statement, whether written or oral, that may be made from time to time.

BUSINESS

Sterling provides a full range of financial products and services, including business and consumer loans, commercial and residential mortgage lending and brokerage, asset-based financing, factoring/accounts receivable management services, trade financing, equipment leasing, deposit services, trust and estate administration and investment management services. The Company has operations in the metropolitan New York area, North Carolina and many mid-Atlantic states, and conducts business throughout the United States.

There is intense competition in all areas in which the Company conducts its business. The Company competes with banks and other financial institutions, including savings and loan associations, savings banks, finance companies, and credit unions. To a limited extent, the company also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. Competition is based on a number of factors, including prices, interest rates, service, availability of products, and geographic location. At June 30, 2003, the bank's year-to-date average earning assets represented approximately 97% of the Company's year-to-date average earning assets. Loans represented 57% and investment securities represented 42% of the bank's year-to-date average earning assets at June 30, 2003.

The Company regularly evaluates acquisition opportunities and conducts due diligence activities in connection with possible acquisitions. As a result, acquisition discussions and, in some cases negotiations, regularly take place and future acquisitions could occur.

Results for the Three Months Ended June 30, 2003 and 2002

OVERVIEW

The Company reported net income for the three months ended June 30, 2003 of $5.9 million, representing $0.47 per share, calculated on a diluted basis, compared to $5.2 million, or $0.40 per share, calculated on a diluted basis, for the like period in 2002. This increase reflects higher net interest income and a lower provision for loan losses, which more than offset lower noninterest income and increases in noninterest expenses and the provision for income taxes.

Net interest income, on a tax equivalent basis, increased to $19.3 million for the second quarter of 2003 compared with $18.7 million for the same period

in 2002, due to higher average earning assets outstanding coupled with lower average cost of funding. The net interest margin, on a tax equivalent basis, was 5.46% for the second quarter of 2003 compared to 5.64% for the like 2002 period. The net interest margin was impacted by a decrease of 60 basis points in the average yield on earning assets partially offset by a decrease of 55 basis points in the average yield on cost of funds.

The provision for loan losses was $2.2 million for the three months ended June 30, 2003 compared with $4.6 million for the like 2002 period while the provision for income taxes increased to $3.6 million in the 2003 quarter from $1.7 million in the like 2002 period.

INCOME STATEMENT ANALYSIS

Net Interest Income

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets and liabilities. The increases (decreases) in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate are shown on page 26. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on page 24.

Net interest income, on a tax equivalent basis, for the three months ended June 30, 2003 increased to $19,349,000 from $18,745,000 for the comparable period in 2002.

Total interest income, on a tax equivalent basis, aggregated $23,345,000 for the second quarter of 2003 down from $23,820,000 for the same period of 2002. The tax equivalent yield on interest earning assets was 6.62% for the three months ended June 30, 2003 compared with 7.22% for the comparable period in 2002. The decrease in interest income was due to a decrease in income earned on the securities portfolio partially offset by increased income on the loan portfolio. The decrease in yield on earning assets was due to lower yields on both the loan and securities portfolios.

Interest earned on the loan portfolio amounted to $15,381,000 which was up $1,135,000 when compared to a year ago. Average loan balances amounted to $834,160,000 which were up $103,994,000 from an average of $730,166,000 in the prior year period. The increase in the average loans, the result of the continued implementation of business plans to increase funds employed in this asset category, was primarily in the real estate and the lease finance segments of the Company's loan portfolio. The decrease in the yield on the domestic loan portfolio to 7.64% for the three months ended June 30, 2003 from 8.14% for the comparable 2002 period was primarily attributable to a lower rate environment on average in the 2003 period.

Interest earned on the securities portfolio, on a tax equivalent basis, decreased to $7,942,000 for the three months ended June 30, 2003 from $9,531,000 in the prior year period. Average outstandings decreased to $593,682,000 from $606,178,000 in the prior year period. The yield on the securities portfolio decreased to 5.35% for the three months ended June 30, 2003 from 6.29% for the like 2002 period principally as the result of higher prepayments from mortgage-backed securities and the reinvestment of a portion of those funds into lower yielding securities at positive spreads over funding costs.

Interest expense on deposits decreased $1,000,000 for the three months ended June 30, 2003 to $2,309,000 from $3,309,000 for the comparable 2002 period principally due to lower rates paid. Average rate paid on interest-bearing deposits was 1.37% which was 59 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during the 2003 period.

Provision For Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" below) and the growth in the loan portfolios, the provision for loan losses for the second quarter of 2003 was $2,173,000. The provision for the comparable prior year period was $4,600,000. During the prior year quarter a $5.4 million loan to a corporate borrower which had become the subject of an involuntary bankruptcy was charged-off.

Noninterest Income

Noninterest income decreased $126,000 for the second quarter of 2003 when compared with the like 2002 period primarily as a result of decreased income from factoring activities, from fees for various other services, from gains on sales of available for sale securities, and from other income services partially offset by increased income from mortgage banking activities.

Noninterest Expenses

Noninterest expenses increased $309,000 for the second quarter of 2003 when compared with the like 2002 period primarily due to increased salary expenses, pension costs and professional fees incurred to support growing levels of business activity and continued investment in the business franchise. Partially offsetting those higher costs were reductions achieved as the result of a cost control program, in occupancy, equipment, advertising/marketing, data processing and stationery and printing expenses.

Provision for Income Taxes

The provision for income taxes was $3,639,000 for the second quarter of 2003 compared with $1,659,000 for the like 2002 period reflecting the increase in pretax income in the current year quarter. A further contributing factor to the variance in the provision was that New York State completed an examination of Sterling's tax returns through 1998 and issued a no change finding during the second quarter of 2002. As a result, based on management's review of required tax reserves with outside professionals, approximately $1.0 million in excess reserves was adjusted through the provision in the 2002 quarter.

Results for the Six Months Ended June 30, 2003 and 2002

OVERVIEW

The Company reported net income for the six months ended June 30, 2003 of $11.7 million, representing $0.93 per share, calculated on a diluted basis, compared to $10.5 million, or $0.81 per share calculated on a diluted basis, for the like period in 2002. This increase reflects continued growth in both net interest income and noninterest income, which, together with a lower provision for loan losses, more than offset increases in noninterest expenses and the provision for income taxes.

Net interest income, on a tax equivalent basis, increased to $38.4 million for the first six months of 2003 compared with $37.3 million for the same period in 2002, due to higher average earning assets outstanding coupled with lower average cost of funding. The net interest margin, on a tax equivalent basis, was 5.59% for the first six months of 2003 compared to 5.70% for the like 2002 period. The net interest margin benefitted from a decrease of 56 basis points in the average costs of funds partially offset by a 54 basis point decrease in the average yield on earning assets.

Noninterest income rose to $15.6 million for the six months ended June 30, 2003 compared to $14.6 million for the like 2002 period principally due to continued growth in fees from mortgage banking, deposit services and trade finance activities. Partially offsetting those increases were reductions in fees for factoring activities and for various other services and in gains on sales of available for sale securities.

The provision for loan losses was $4.0 million for the six months ended June 30, 2003 compared with $6.3 million for the like 2002 period while the provision for income taxes increased to $7.3 million in the 2003 six month period from $5.2 Million in the like 2002 period.

INCOME STATEMENT ANALYSIS

Net Interest Income

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets and liabilities. The increases (decreases) in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate are shown on page 27. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on page 25.

Net interest income, on a tax equivalent basis, for the six months ended June 30,2003 increased $1,070,000 to $38,378,000 from $37,308,000 for the comparable period in 2002.

Total interest income, on a tax equivalent basis, aggregated $46,227,000 down $1,300,000 for the first half of 2003 as compared to $47,527,000 for the same period of 2002. The tax equivalent yield on interest-earning assets was 6.76% for the first six months of 2003 compared with 7.30% for the comparable period in 2002. The decrease in interest income was due to a decrease in income earned on the securities portfolio partially offset by increased income on the loan portfolio. The decrease in yield on earning assets was due to lower yields on both the loan and securities portfolios.

Interest earned on the loan portfolio amounted to $30,141,000 which was up $1,729,000 when compared to a year ago. Average loan balances amounted to $818,564,000 which were up $99,013,000 from an average of $719,551,000 in the prior year period. The increase in the average loans, the result of the continued implementation of business plans to increase funds employed in this asset category, was primarily in the real estate and the lease finance segments of the Company's loan portfolio. The decrease in the yield on the domestic loan portfolio to 7.77% for the six months ended June 30, 2003 from 8.40% for the comparable 2002 period was primarily attributable to a lower rate environment on average in the 2002 period.

Interest earned on the securities portfolio, on a tax equivalent basis, decreased to $16,034,000 for the six months ended June 30, 2003 from $18,914,000 in the prior year period. Average outstandings decreased to $580,916,000 from $597,681,000 in the prior year period. The yield on the securities portfolio decreased to 5.52% for the six months ended June 30, 2003 from 6.33% for the like 2002 period principally as the result of higher prepayments from mortgage-backed securities and the reinvestment of a portion of those funds into lower yielding securities at positive spreads over funding costs.

Interest expense on deposits decreased $2,121,000 for the six months ended June 30, 2003 to $4,511,000 from $6,632,000 for the comparable 2002 period principally due to lower rates paid. Average rate paid on interest-bearing deposits was 1.37% which was 64 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during the 2002 period.

Provision For Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" below) and growth in the loan portfolios, the provision for loan losses for the first six months of 2003 was $3,964,000. The provision for the comparable prior year period was $6,279,000. During the prior year second quarter a $5.4 million loan to a corporate borrower which had become the subject of an involuntary bankruptcy was charged-off.

Noninterest Income

Noninterest income increased $922,000 for the first six months of 2003 when compared with the like 2002 period primarily as a result of increased income from mortgage banking and trade finance activities and from fees for deposit services. Partially offsetting those increases, were reductions in income from factoring activities, from fees for various other services and from gains on sales of available for sale securities.

Noninterest Expenses

Noninterest expenses increased $992,000 for the first six months of 2003 when compared with the like 2002 period primarily due to increased salary expenses, pension costs, occupancy expenses, professional fees, expenses related to the trust preferred securities placement completed in February, 2002, and communication expenses incurred to support growing levels of business activity and continued investment in the business franchise. Partially offsetting those increases, were reductions in costs for data processing, for stationery and printing and for various other operating expenses.

Provision for Income Taxes

The provision for income taxes was $7,320,000 for the first six months of 2003 compared with $5,186,000 for the like 2002 period reflecting the increase in pretax income in the current year period. A further contributing factor to the variance in the provision was that New York State completed an examination of Sterling's tax returns through 1998 and issued a no charge finding during the second quarter of 2002. As a result, based on management's review of required tax reserves with outside professionals, approximately $1.0 million in excess reserves was adjusted through the provision in the 2002 quarter.

BALANCE SHEET ANALYSIS

Securities

The Company's securities portfolios are comprised of principally U.S. Government corporation and agency guaranteed mortgage-backed securities and collateralized mortgage obligations along with other debt and equity securities. At June 30, 2003, the Company's portfolio of securities totaled $583,601,000 of which U.S. Government corporation and agency guaranteed mortgage-backed and collateralized mortgage obligations securities having an average life of approximately 2.6 years amounted to $512,534,000.

Securities classified as "available for sale" may be sold in the future, prior to maturity. These securities are carried at market value. Net aggregate unrealized gains or losses on these securities are included in a valuation allowance account and are shown net of taxes, as a component of shareholders' equity. The following table presents information regarding securities available for sale:

June 30, 2003	Gross Amortized Cost	Gross Unrealized Gains	Estimated Unrealized Losses	Market Value
U.S. Treasury securities	$ 2,498,962	$ 291	$ 35	$ 2,499,218
Obligations of U.S. government corporations and agencies--mortgage-backed securities	93,832,117	2,736,250	6,349	96,562,018
Obligations of U.S. government corporations and agencies--collateralized mortgage obligations	28,123,027	46,461	71,643	28,097,845
Obligations of state and political institutions	32,414,835	2,487,949	_	34,902,784
Trust preferred securities	3,221,917	489,636	_	3,711,553
Other debt securities	20,000,000	_	_	20,000,000
Federal Reserve Bank and other equity securities	8,685,141	18,216	527	8,702,830

Total	$188,775,999	$ 5,778,803	$ 78,554	$194,476,248

Given the generally high credit quality of the portfolio, management expects to realize all of its investment upon the maturity of such instruments, and thus believes that any market value impairment is temporary in nature.

The Company has the intent and ability to hold to maturity securities classified as "held to maturity." These securities are carried at cost, adjusted for amortization of premiums and accretion of discounts. The following table presents information regarding securities held to maturity:

June 30, 2003	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
Obligations of U.S. government corporations and agencies -- mortgage-backed securities	$272,215,129	$ 9,883,037	$ 24,610	$282,073,556
Obligations of U.S. govern ment corporations and agencies -- collateralized mortgage obligations	115,659,360	657,976	65,727	116,251,609
Debt securities issued by Foreign governments	1,250,000	--	--	1,250,000
Total	$389,124,489	$ 10,541,013	$ 90,337	$399,575,165

Loan Portfolio

A key management objective is to maintain the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness and the designation of lending limits for each borrower. The portfolio strategies seek to avoid concentrations by industry or loan size in order to minimize credit exposure and to originate loans in markets with which it is familiar.

The Company's commercial and industrial loan portfolio represents approximately 56% of loans, net of unearned discounts. Loans in this category are typically made to small and medium sized businesses and range between $250,000 and $10 million. The primary source of repayment is from the borrower's operating profits and cash flows. Based on underwriting standards, loans may be secured in whole or in part by collateral such as accounts receivable, inventory, marketable securities, other liquid collateral, equipment and/or other assets. The Company's real estate loan portfolio, which represents approximately 25% of loans, net of unearned discounts, is secured by mortgages on real property located principally in the States of New York and Virginia. The Company's leasing portfolio, which consists of finance leases for various types of business equipment, represents approximately 16% of loans, net of unearned discounts. The collateral securing any loan may vary in value based on market conditions.

The following table sets forth the composition of the Company's loans held for sale and loans held in portfolio:

	June 30, 2003 Balances	2003 % of Gross	June 30, 2002 Balances	2002 % of Gross
	($ in thousands)			
Domestic				
Commercial and industrial	$489,525	56.2%	$492,276	61.8
Equipment lease financing	135,903	15.6	109,771	13.8
Real estate	213,608	24.5	154,633	19.4
Installment - individuals	11,754	1.4	8,193	1.0
Loans to depository institutions	20,000	2.3	32,000	4.0
Loans, net of unearned discounts	$870,790	100.0%	$796,873	100.0

Asset Quality

Intrinsic to the lending process is the possibility of loss. In times of economic slowdown, the risk inherent in the Company's portfolio of loans may be increased. While management endeavors to minimize this risk, it recognizes that loan losses will occur and that the amount of these losses will fluctuate depending on the risk characteristics of the loan portfolio which in turn depends on current and expected economic conditions, the financial condition of borrowers and the credit management process.

The allowance for loan losses is maintained through the provision for loan losses, which is a charge to operating earnings. The adequacy of the provision and the resulting allowance for loan losses is determined by management's continuing review of the loan portfolio, including identification and review of individual problem situations that may affect the borrower's ability to repay, review of overall portfolio quality through an analysis of current charge-offs, delinquency and nonperforming loan data, estimates of the value of any underlying collateral, review of regulatory examinations, an assessment of current and expected economic conditions and changes in the size and character of the loan portfolio. The allowance reflects management's evaluation of both loans presenting identified loss potential and of the risk inherent in various components of the portfolio, including loans identified as impaired as required by SFAS No. 114. Thus, an increase in the size of the portfolio or in any of its components could necessitate an increase in the allowance even though there may not be a decline in credit quality or an increase in potential problem loans. A significant change in any of the evaluation factors described above could result in future additions to the allowance. At June 30, 2003, the ratio of the allowance to loans held in portfolio, net of unearned discounts, was 1.77% and the allowance was $14,184,000. At such date, the Company's non-accrual loans amounted to $2,522,000; $906,000 of such loans were judged to be impaired within the scope of SFAS No. 114 and required valuation allowances of $435,000. Based on the foregoing, as well as management's judgment as to the current risks inherent in the loan portfolio, the Company's allowance for loan losses was deemed adequate to absorb all estimable losses on specifically known and other possible credit risks associated with the portfolio as of June 30, 2003. Potential problem loans, which are loans that are currently performing under present loan repayment terms but where known information about possible credit problems of borrowers cause management to have serious doubts as to the ability of the borrowers to continue to comply with the present repayment terms, aggregated $1,195,000 at June 30, 2003.

Deposits

A significant source of funds for the Company continues to be deposits, consisting of demand (noninterest-bearing), NOW, savings, money market and time deposits (principally certificates of deposit).

The following table provides certain information with respect to the Company's deposits:

	June 30,			
	2003		2002	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Demand	$ 385,095	36.2%	$333,872	33.6%
NOW	120,323	11.3	109,559	11.0
Savings	27,880	2.6	24,486	2.5
Money market	164,514	15.4	160,488	16.1
Time deposits	364,183	34.2	363,701	36.5
Total domestic deposits	1,061,995	99.7	992,106	99.7
Foreign				
Time deposits	3,000	0.3	3,000	0.3
Total deposits	$1,064,995	100.0%	$995,106	100.0%

Fluctuations of balances in total or among categories at any date may occur based on the Company's mix of assets and liabilities as well as on customers' balance sheet strategies. Historically, however, average balances for deposits have been relatively stable. Information regarding these average balances is presented on pages 24 and 25.

CAPITAL

The Company and the bank are subject to risk-based capital regulations. The purpose of these regulations is to quantitatively measure capital against risk-weighted assets, including off-balance sheet items. These regulations define the elements of total capital into Tier 1 and Tier 2 components and establish minimum ratios of 4% for Tier 1 capital and 8% for Total Capital for capital adequacy purposes. Supplementing these regulations is a leverage requirement. This requirement establishes a minimum leverage ratio (at least 3% to 5%) which is calculated by dividing Tier 1 capital by adjusted quarterly average assets (after deducting goodwill). Information regarding the Company's and the bank's risk-based capital is presented on page 28. In addition, the Company and the bank are subject to the Federal Deposit Insurance Corporation Improvement Act of 1981 ("FDICIA") which imposes a number of mandatory supervisory measures. Among other matters, FDICIA established five capital categories ranging from "well capitalized" to "critically under capitalized." Such classifications are used by regulatory agencies to determine a bank's deposit insurance premium, approval of applications authorizing institutions to increase their asset size or otherwise expand business activities or acquire other institutions. Under FDICIA a "well capitalized" institution must maintain minimum leverage, Tier 1 and Total Capital ratios of 5%, 6% and 10%, respectively. At June 30, 2003, the Company and the bank exceeded the requirements for "well capitalized" institutions. Under the Gramm-Leach-Bliley Act of 1999, in order for the parent company to maintain its status as a financial holding company, the bank must remain "well capitalized."

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STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Three Months Ended June 30,
(dollars in thousands)

	2003			
	Average Balance	Interest	Average Rate	Average Balance
ASSETS				
Interest-bearing deposits				
with other banks	$ 3,087	$ 4	0.73%	$ 3,650
Investment securities:				
Available for sale	159,581	2,039	5.11	265,730
Held to maturity	401,479	5,298	5.28	306,127
Tax-exempt [2]	32,622	605	7.44	34,321
Federal funds sold	5,879	18	1.21	7,440
Loans, net of unearned discounts				
Domestic [3]	834,160	15,381	7.64	730,166
TOTAL INTEREST-EARNING ASSETS	1,436,808	23,345	6.62%	1,347,434
Cash and due from banks	57,931			47,542
Allowance for loan losses	(14,481)			(14,930)
Goodwill	21,158			21,158

Other assets	63,412			54,142
TOTAL ASSETS	$1,564,828			$ 1,455,346
LIABILITIES AND SHAREHOLDERS' EQUITY				
Interest-bearing deposits				
Domestic				
Savings	$ 27,407	23	0.34%	$ 26,525
NOW	116,406	160	0.55	110,551
Money market	161,943	200	0.50	160,003
Time	367,452	1,916	2.09	378,106
Foreign				
Time	3,000	10	1.29	3,000
Total interest-bearing deposits	676,208	2,309	1.37	678,185
Borrowings				
Federal funds purchased and securities sold under agreements to repurchase	128,009	409	1.28	71,359
Commercial paper	19,981	56	1.11	28,116
Other short-term debt	30,410	141	1.97	21,621
Long-term debt	115,000	1,081	3.76	121,593
Total borrowings	293,400	1,687	2.31	242,689
TOTAL INTEREST-BEARING LIABILITIES	969,608	3,996	1.66%	920,874
Noninterest-bearing deposits	358,902			309,088
Other liabilities	77,964			75,176
Total liabilities	1,406,474			1,305,138
Corporation Obligated Mandatorily Redeemable Preferred Securities	25,000			25,000
Shareholders' equity	133,354			125,208
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,564,828			$ 1,455,346
Net interest income/spread		19,349	4.96%	
Net yield on interest-earning assets (margin)			5.46%	
Less: Tax equivalent adjustment		249		
Net interest income		$ 19,100		

[1] The average balances of assets, liabilities and shareholders' equity are computed on the basis of daily averages. Average rates are presented on a tax equivalent basis. Certain reclassifications have been made to 2002 amounts to conform to the current presentation.

[2] Interest on tax-exempt securities is presented on a tax equivalent basis.

[3] Includes loans held for sale and loans held in portfolio. Nonaccrual loans are included in amounts outstanding and income has been included to the

extent collected.

STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Six Months Ended June 30,
(dollars in thousands)

	2003			
	Average Balance	Interest	Average Rate	Average Balance
ASSETS				
Interest-bearing deposits with other banks	$ 3,391	$ 12	0.84%	$ 3,575
Investment securities:				
Available for sale	157,505	4,194	5.33	255,553
Held to maturity	390,773	10,629	5.44	307,666
Tax-exempt [2]	32,638	1,211	7.48	34,462
Federal funds sold	6,558	40	1.21	21,657
Loans, net of unearned discounts				
Domestic [3]	818,564	30,141	7.77	719,551
TOTAL INTEREST-EARNING ASSETS	1,409,429	46,227	6.76%	1,342,464
Cash and due from banks	55,899			48,525
Allowance for loan losses	(14,363)			(14,707)
Goodwill	21,158			21,158
Other assets	63,075			50,911
TOTAL ASSETS	$1,535,198			$ 1,448,351
LIABILITIES AND SHAREHOLDERS' EQUITY				
Interest-bearing deposits				
Domestic				
Savings	$ 26,812	49	0.37%	$ 26,932
NOW	115,571	297	0.52	105,505
Money market	156,573	375	0.48	164,986
Time	363,879	3,768	2.09	366,379
Foreign				
Time	3,000	22	1.48	2,999
Total interest-bearing deposits	665,835	4,511	1.37	666,801
Borrowings				
Federal funds purchased and securities sold under agreements to repurchase	112,834	719	1.28	83,256
Commercial paper	21,982	126	1.16	33,346
Other short-term debt	30,881	331	2.21	20,310
Long-term debt	115,000	2,162	3.76	116,784
Total borrowings	280,697	3,338	2.39	253,696

TOTAL INTEREST-BEARING LIABILITIES	946,532	7,849	1.67%	920,497
Noninterest-bearing deposits	352,237			306,972
Other liabilities	79,522			77,096
Total liabilities	1,378,291			1,304,565
Corporation Obligated Mandatorily Redeemable Preferred Securities	25,000			17,127
Shareholders' equity	131,907			126,659
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,535,198			$ 1,448,351
Net interest income/spread		38,378	5.09%	
Net yield on interest-earning assets (margin)			5.59%	
Less: Tax equivalent adjustment		498		
Net interest income		$ 37,880		

[1] The average balances of assets, liabilities and shareholders' equity are computed on the basis of daily averages. Average rates are presented on a tax equivalent basis. Certain reclassifications have been made to 2002 amounts to conform to the current presentation.

[2] Interest on tax-exempt securities is presented on a tax equivalent basis.

[3] Includes loans held for sale and loans held in portfolio. Nonaccrual loans are included in amounts outstanding and income has been included to the extent collected.

STERLING BANCORP AND SUBSIDIARIES
Rate/Volume Analysis [1]

(in thousands)

	Increase/ (Decrease) Three Months Ended June 30, 2003 to June 30, 2002		
	Volume	Rate	Net [
INTEREST INCOME			
Interest-bearing deposits with other banks	$ (2)	$ (5)	$
Investment securities			
Available for sale	(1,429)	(571)	(2,
Held to maturity	1,346	(905)	
Tax-exempt	(31)	1	

Total investment securities	(114)	(1,475)	(1,
Federal funds sold	(6)	(8)	
Loans, net of unearned discounts			
Domestic [3]	2,065	(930)	1,
Total loans, net of unearned discount	2,065	(930)	1,
TOTAL INTEREST INCOME	$ 1,943	$ (2,418)	$ (
INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ 1	$ (19)	$
NOW	11	(86)	
Money market	5	(200)	(
Time	(72)	(637)	(
Foreign			
Time	-	(3)	
Total interest-bearing deposits	(55)	(945)	(1,
Borrowings			
Federal funds purchased and securities sold under agreements to repurchase	214	(162)	
Commercial paper	(36)	(61)	
Other short-term debt	41	(30)	
Long-term debt	(63)	18	
Total borrowings	156	(235)	
TOTAL INTEREST EXPENSE	$ 101	$ (1,180)	$ (1,
NET INTEREST INCOME	$ 1,842	$ (1,238)	$

[1] The above table is presented on a tax equivalent basis.

[2] Changes in interest income and interest expense due to a combination of both volume and rate have been allocated to the change due to volume and the change due to rate in proportion to the relationship of the change due solely to each.

[3] Included loans held for sale and loans held in portfolio. Nonaccrual loans are included in amounts outstanding and income has been included to the extent collected.

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STERLING BANCORP AND SUBSIDIARIES

Rate/Volume Analysis [1]

(in thousands)

	Increase/ (Decrease) Six Months Ended June 30, 2003 to June 30, 2002		
	Volume	Rate	Net [
INTEREST INCOME			
Interest-bearing deposits with other banks	$ (1)	$ (7)	$
Investment securities			
Available for sale	(2,719)	(925)	(3,
Held to maturity	2,380	(1,551)	
Tax-exempt	(65)	-	
Total investment securities	(404)	(2,476)	(2,
Federal funds sold	(102)	(39)	(
Loans, net of unearned discounts			
Domestic [3]	4,029	(2,300)	1,
Total loans, net of unearned discount	4,029	(2,300)	1,
TOTAL INTEREST INCOME	$ 3,522	$ (4,822)	$ (1,
INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ -	$ (35)	$
NOW	41	(208)	(
Money market	(38)	(378)	(
Time	(36)	(1,458)	(1,
Foreign			
Time	-	(9)	
Total interest-bearing deposits	(33)	(2,088)	(2,
Borrowings			
Federal funds purchased and securities sold under agreements to repurchase	238	(323)	
Commercial paper	(98)	(135)	(
Other short-term debt	110	(17)	
Long-term debt	(35)	11	
Total borrowings	215	(464)	(
TOTAL INTEREST EXPENSE	$ 182	$ (2,552)	$ (2,
NET INTEREST INCOME	$ 3,340	$ (2,270)	$ 1,

[1] The above table is presented on a tax equivalent basis.

[2] Changes in interest income and interest expense due to a combination of both volume and rate have been allocated to the change due to volume and the

change due to rate in proportion to the relationship of the change due solely to each.

[3] Includes loans held for sale and loans held in portfolio. Nonaccrual loans are included in amounts outstanding and income has been included to the extent collected.

STERLING BANCORP AND SUBSIDIARIES
Regulatory Capital and Ratios

Ratios and Minimums
(dollars in thousands)

	Actual		For Capital Adequacy Minimum		To Capi
As of June 30, 2003	Amount	Ratio	Amount	Ratio	Amount
Total Capital(To Risk Weighted Assets):					
The Company	$152,057	15.71%	$77,455	8.00%	$96,819
The bank	118,151	12.75	74,159	8.00	92,699
Tier 1 Capital(to Risk Weighted Assets):					
The Company	139,929	14.45	38,728	4.00	58,091
The bank	106,542	11.49	37,079	4.00	55,619
Tier 1 Leverage Capital(to Average Assets):					
The Company	139,929	9.06	61,747	4.00	77,184
The bank	106,542	7.10	60,006	4.00	75,007
As of December 31, 2002					
Total Capital(To Risk Weighted Assets):					
The Company	$144,054	15.34%	$75,134	8.00%	$93,917
The bank	105,265	11.76	71,632	8.00	89,540
Tier 1 Capital(to Risk Weighted Assets):					
The Company	132,292	14.09	37,567	4.00	56,350
The bank	94,059	10.50	35,816	4.00	53,724
Tier 1 Leverage Capital(to Average Assets):					
The Company	132,292	8.95	59,153	4.00	73,942
The bank	94,059	6.55	57,437	4.00	71,796

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ASSET/LIABILITY MANAGEMENT

The Company's primary earnings source is net interest income; therefore, the Company devotes significant time and has invested in resources to assist in the management of market risk, liquidity risk, capital and asset quality. The Company's net interest income is affected by changes in market interest rates and by the level and composition of interest income is affected by changes in market interest rates and by the level and composition of interest-earning assets and interest-bearing liabilities. The Company's objectives in its asset/liability management are to utilize its capital effectively, to provide adequate liquidity and to enhance net interest income, without taking undue risks or subjecting the Company unduly to interest rate fluctuations.

The Company takes a coordinated approach to the management of market risk, liquidity and capital. This risk management process is governed by policies and limits established by senior management which are reviewed and approved by the Asset/Liability Committee("ALCO"). ALCO, which is comprised of members of senior management and the Board, meets to review, among other things, economic conditions, interest rates, yield curve, cash flow projections, expected customer actions, liquidity levels, capital ratios and repricing characteristics of assets, liabilities and off-balance sheet financial instruments.

Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market indices such as interest rates, foreign exchange rates and equity prices. The Company's principal market risk exposure is interest rate risk, with no material impact on earnings from changes in foreign exchange rates or equity prices.

Interest rate risk is the exposure to changes in market interest rates. Interest rate sensitivity is the relationship between market interest rates and net interest income due to the repricing characteristics of assets and liabilities. The Company monitors the interest rate sensitivity of its on- and off-balance sheet positions by examining its near-term sensitivity and its longer term gap position. In its management of interest rate risk, the Company utilizes several tools including traditional gap analysis and income simulation models.

A traditional gap analysis is prepared based on the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities for selected time bands. The mismatch between repricings or maturities within a time band is commonly referred to as the "gap" for that period. A positive gap (asset sensitive) where interest-rate sensitive assets exceed interest-rate sensitive liabilities generally will result in an institution's net interest margin increasing in a rising rate environment and decreasing in a falling rate environment. A negative gap (liability sensitive) will generally have the opposite result on an institution's net interest margin. However, the traditional gap analysis does not assess the relative sensitivity of assets and liabilities to changes in interest rates. The Company utilizes the gap analysis to complement its income simulations modeling, primarily focusing on the longer term structure of the balance sheet.

The Company's balance sheet structure is primarily short-term in nature with a substantial portion of assets and liabilities repricing or maturing within one year. The Company's gap analysis at June 30, 2003, is presented on page 32. The results of both the income simulation analysis and the gap analysis, reveal that net interest income would increase during periods of rising interest rates and decrease during periods of falling interest rates.

As part of its interest rate risk strategy, the Company uses certain financial instruments (derivatives) to hedge the interest rate sensitivity of assets with the corresponding amortization reflected in the yield of the related on-balance sheet assets being hedged. The Company has written policy guidelines, which have been approved by the Board of Directors based on recommendations of the ALCO, governing the use of off-balance sheet financial instruments, including approved counterparties, risk limits and appropriate internal control procedures. The credit risk of derivatives arises principally from the potential for a counterparty to fail to meet its obligation to settle a contract on a timely basis.

The Company purchased interest rate floor contracts to reduce the impact of falling rates on its floating rate commercial loans. Interest rate floor contracts require the counterparty to pay the Company at specified future dates the amount, if any, by which the specified interest rate (3 month LIBOR) falls below the fixed floor rates, applied to the notional amounts. The Company utilizes these financial instruments to adjust its interest rate risk position without exposing itself to principal risk and funding requirements.

At June 30, 2003, the Company's financial instruments consisted or two interest rate floor contracts each having a notional amount of $25 million and a final maturity of August 14, 2003. These financial instruments are being used as part of the Company's interest rate risk management and not for trading purposes. At June 30, 2003, all counterparties have investment grade credit ratings from the major rating agencies. Each counterparty is specifically approved for application credit exposure.

The interest rate floor contracts require the Company to pay a fee for the right to receive a fixed interest payment. The Company paid up-front premiums of $110,000 which are amortized monthly against interest income from the designated assets. At June 30, 2003, the unamortized premiums on these contracts totaled $7,000 and are included in other assets. At June 30, 2003, there was a $136,000 receivable under these contracts.

The Company utilizes income simulation models to complement its traditional gap analysis. While the ALCO routinely monitors simulated net interest income sensitivity over a rolling two-year horizon, it also utilizes additional tools to monitor potential longer-term interest rate risk. The income simulation models measure the Company's net interest income sensitivity or volatility to interest rate changes utilizing statistical techniques that allow the company to consider various factors which impact net interest income. These factors include actual maturities, estimated cash flows, repricing characteristics, deposits growth/retention and, most importantly, the relative sensitivity of the Company's assets and liabilities to changes in market interest rates. This relative sensitivity is important to consider as the Company's core deposit base is not subject to the same degree of interest rate sensitivity as its assets. The core deposit costs are internally managed and tend to exhibit less sensitivity to changes in interest rates than the Company's adjustable rate assets whose yields are based on external indices and change in concert with market interest rates.

The Company's interest rate sensitivity is determined by identifying the probable impact of changes in market interest rates on the yields on the Company's assets and the rates that would be paid on its liabilities. This modeling technique involves a degree of estimation based on certain assumptions that management believes to be reasonable. Utilizing this process, management can project the impact of changes in interest rates on net interest margin. The estimated effects of the Company's interest rate floors are included in the results of the sensitivity analysis. The Company has established certain limits for the potential volatility of its net interest margin assuming certain levels of changes in market interest rates with the objective of maintaining a stable net interest margin under various probable rate scenarios. Management generally has maintained a risk position well within the policy limits.

As of June 30 2003, the model indicated the impact of a 200 basis point parallel and pro rata rise in rates over twelve months would approximate a 4.53% ($3,193,000) increase in net interest income, while the impact of a 200 basis point decline in rates over the same period would approximate a 6.84% ($4,824,000) decline from an unchanged rate environment.

The preceding sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions, including the nature and timing of interest rate levels including yield curve shape, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows, and others. While assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive nature of these assumptions including how customer preferences or competitor influences might change.

Also, as market conditions vary from those assumed in the sensitivity analysis, actual results will also differ due to: prepayment/refinancing levels likely deviating from those assumed, the varying impact of interest rate change "caps" or "floors" on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals and product preference changes, and other internal/external variables. Furthermore, the sensitivity analysis does not reflect actions that the Asset/Liability Committee might take in responding to or anticipating changes in interest rates.

Liquidity Risk

Liquidity is the ability to meet cash needs arising from changes in various categories of assets and liabilities. Liquidity is constantly monitored and managed throughout the Company. Liquid assets consist of cash and due from banks, interest-bearing deposits in banks and Federal funds sold and securities available for sale. Primary funding sources include core deposits, capital markets funds and other money market sources. Core deposits include domestic noninterest-bearing and interest-bearing retail deposits, which historically have been relatively stable. The parent company and the bank have significant unused borrowing capacity. Contingency plans exist and could be implemented on a timely basis to minimize the impact of any dramatic change in market conditions.

The parent company generates income from its own operations. Its cash requirements are supplemented from funds maintained or generated by its subsidiaries, principally the bank. Such sources have been adequate to meet the parent company's cash requirements.

The bank can supply funds to the parent company and its nonblank subsidiaries subject to various legal restrictions. All national banks are limited in the payment of dividends in any year without the approval of the Comptroller of the Currency to an amount not to exceed the net profits as defined, for that year to date combined with its retained net profits for the preceding two calendar years.

At June 30, 2003, the parent company's short-term debt, consisting principally of commercial paper used to finance ongoing current business activities, was approximately $17,523,000. The parent company had cash, interest-bearing deposits with banks and other current assets aggregating $34,757,000 and back-up credit lines with banks of $24,000,000. Since 1979, the parent company has had no need to use available back-up lines of credit.

While the Company's past performance is no guarantee of the future, management believes that the Company's funding sources (including dividends from its subsidiaries) and the bank's funding sources will be adequate to meet their liquidity and capital requirements in the future.

STERLING BANCORP AND SUBSIDIARIES
Interest Rate Sensitivity

To mitigate the vulnerability of earnings to change in interest rates, the Company manages the repricing characteristics of assets and liabilities in an attempt to control net interest rate sensitivity. Management attempts to confine significant rate sensitivity gape predominantly to repricing intervals of a year or less so that adjustment can be made quickly. Assets and liabilities with predetermined repricing dates are classified based on the earliest repricing period. Amount are presented in thousands.

	Repricing Date				
	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 5 Years	Over 5 Years	Nonrate Sensitiv
ASSETS					
Interest-bearing deposits with other banks	$ 2,288	$ -	$ -	$ -	$
Investment securities	22,701	1,926	46,084	504,187	8,70
Loans, net of unearned discounts					
Commercial and industrial	478,477	4,696	6,835	27	(51
Loans to depository institutions	20,000	-	-	-	
Lease financing	887	8,023	139,809	5,882	(18,69
Real estate	125,470	14,791	39,917	33,437	(
Installment	10,273	112	1,185	198	(1
Noninterest-earning assets and allowance for loan losses	-	-	-	-	123,21
Total Assets	660,096	29,548	233,830	543,731	112,68
LIABILITIES AND SHARESHOLDERS' EQUITY					
Interest-bearing deposits					
Saving [1]	-	-	27,880	-	
NOW [1]	-	-	120,323	-	
Money market [1]	133,804		30,710	-	
Time - domestic	192,590	85,611	85,866	116	
- foreign	1,645	1,355	-	-	
Federal funds purchased & securities sold u/a/r	117,639	1,083	-	-	
Commercial paper	17,348	-	-	-	

Other short-term borrowings	11,610	20,000	-	-	
Long-term borrowings - FHLB	-	-	15,000	100,000	
Noninterest-bearing liabilities and shareholders' equity	-	-	-	-	617,31
Total Liabilities and Shareholders' Equity	474,636	108,049	279,779	100,116	617,31
Net Interest Rate Sensitivity Gap	$ 185,460	$ (78,501)	$ (45,949)	$ 443,615	$(504,62
Cumulative Gap June 30, 2003	$ 185,460	$ 106,959	$ 61,010	$ 504,625	$
Cumulative Gap June 30, 2002	$ 96,179	$ 70,928	$ (40,390)	$ 463,156	$
Cumulative Gap December 31, 2002	$ 260,814	$ 167,170	$ 98,271	$ 522,344	$

[1] Historically, balances in non-maturity deposit accounts have remained relatively stable despite change in levels of interest rates. Balances are shown in repricing periods based on management's historical repricing practices and run-off experience.

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ITEM 4. CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of the Company's Management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934). As of the end of the period covered by this report based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective. No significant changes were made in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Securities Holders

(a) The Annual Meeting of Shareholders of the Company was held on April 15, 2003

(b) The following matters were submitted to a vote of the Shareholders of the Company:

(1) Election of Directors

Nominee	Total Votes For	Total Votes Withheld
Robert Abrams	10,929,365	88,465
Joseph M. Adamko	10,750,535	267,295
Louis J. Cappelli	10,967,405	50,425
Walter Feldesman	9,443,498	1,574,332
Fernando Ferrer	10,962,483	55,347
Allan F. Hershfield	10,768,228	249,602
Henry J. Humphreys	10,464,024	553,806
John C. Millman	10,967,646	50,184
Eugene T. Rossides	10,744,671	273,159

There were no abstentions or broker nonvotes.

Item 6. Exhibits and Reports on Form 8-K

(a) The following exhibits are filed as part of this report:

11 Statement Re: Computation of Per Share Earnings

31 Certifications of the CEO and CFO pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a)

32 Certifications of the CEO and CFO required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 0f chapter 63 of title 18 of the U.S. Code

(b) Reports on Form 8-K:

In a report on Form 8-K dated May 2, 2003 and filed on May 5, 2003, the Company reported, under Item 5. "Other Events" and under Item 7. "Financial Statements, Pro Forma Financial Information and Exhibits", the press release announcing a presentation on May 7, 2003 by John C. Millman, President of Sterling Bancorp, and by Michael Bizenov, President of Sterling National Mortgage Company, Inc. as part of the Keefe, Bruyette & Woods, Inc. New York Bank Field Trip and Conference.

In a report on Form 8-K dated May 14, 2003 and filed on May 15, 2003, the company reported under Item 9. "Regulation FD Disclosure", the filing by the Company's Chief Executive Officer and Chief Financial Officer of Certifications required to accompany the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 required pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

In a report on Form 8-K dated May 15, 2003 and filed on May 16, 2003, the company reported under Item 5. "Other Events" and under Item 7. "Financial Statements Pro Forma Financial Information and Exhibits" , the press release announcing the declaration of a quarterly cash dividend of $0.19 payable June 30, 2003 to shareholders of record on June 15, 2003.

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SIGNATURES

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 thereunto duly authorized.

STERLING BANCORP

(Registrant)

Date 08/14/03 /s/ Louis J. Cappelli

Louis J. Cappelli
Chairman and
Chief Executive Officer

Date 08/14/03 /s/ John W. Tietjen

John W. Tietjen
Executive Vice President, Treasurer
and Chief Financial Officer

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STERLING BANCORP AND SUBSIDIARIES

EXHIBIT INDEX

Exhibit Number	Description	Incorporated Herein By Reference To	Filed Herewith	Seque Pa N
11	Statement re: Computation of Per Share Earnings		X	
31	Certifications of the CEO and CFO pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a)		X	
32	Certifications of the CEO and CFO required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of chapter 63 of title 18 of the U.S. Code		X	

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