SCHULTHEIS ANDREW J

Form 4 May 01, 2013

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHULTHEIS ANDREW J

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Last) (First) (Middle)

111 NORTH WALL STREET

(Street)

(State)

(Month/Day/Year)

SPOKANE, WA 99201

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

STERLING FINANCIAL CORP /WA/[STSA]

(Month/Day/Year) 04/29/2013

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

> TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour Underlying Securit (Instr. 3 and 4)

3235-0287

January 31,

2005

burden hours per response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

(Check all applicable)

General Counsel

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Number:

Expires:

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` '	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A D (I (I	cquired A) or isposed of D) nstr. 3, 4, ad 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Restricted Stock Unit	<u>(1)</u>	04/29/2013		A	ϵ	5,617		<u>(1)</u>	<u>(1)</u>	Common Stock	6,6
Non-Qualified Stock Option	\$ 21.76	04/29/2013		A	ϵ	5,304 (2)		04/29/2014	04/29/2023	Common Stock	6,3

Reporting Owners

Reporting Owner Name / Address	Relationships							
Treporting O where I wante / I wante of	Director	10% Owner	Officer	Other				
SCHULTHEIS ANDREW J 111 NORTH WALL STREET SPOKANE, WA 99201			General Counsel					

Signatures

/s/ Lara L. Hemingway, attorney-in-fact 05/01/2013

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

- Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units are scheduled to

 (1) vest 25% each year over the next 4 years on the grant's anniversary date, subject to the reporting person's continued employment with the Company on such date.
- Grant of nonqualified stock options scheduled to vest 25% each year over the next four years on the grant's anniversary date subject to the reporting person's continued service with the Company on such date. The award of nonqualified stock options are issued under and governed by the terms of Sterling's 2010 Long Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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