

PAGE STEPHEN L
Form 4
March 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
PAGE STEPHEN L

2. Issuer Name and Ticker or Trading Symbol
STERLING FINANCIAL CORP
/WA/ [STSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 N. WALL STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President Sterling

SPOKANE, WA 99201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 4,743 A | \$ 6.7467 | 18,034.5 | D |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 2,198 A | \$ 6.7467 | 20,232.5 | D |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 4,627 A | \$ 6.767 | 24,859.5 | D |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 2,755 A | \$ 10.1467 | 27,614.5 | D |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 2,657 A | \$ 10.1467 | 30,271.5 | D |

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| | | | | | | | | | |
|--------------|------------|------------|--------------------|-------|---|------------|----------|---|-------------|
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 2,263 | A | \$ 10.1467 | 32,534.5 | D | |
| Common Stock | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 490 | A | \$ 19.84 | 33,024.5 | D | |
| Common Stock | | | | | | | 5,018 | I | 401(k) Plan |

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option | \$ 0 ⁽²⁾ | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 4,200 | 12/17/2003 12/17/2012 | Common Stock | 2,755 | |
| Option | \$ 0 ⁽²⁾ | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 3,450 | 12/17/2003 12/17/2012 | Common Stock | 2,263 | |
| Option | \$ 0 | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 4,050 | 12/17/2003 12/17/2012 | Common Stock | 2,657 | |
| Option | \$ 9.2533 | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 6,150 | 12/19/2002 02/28/2008 | Common Stock | 4,743 | |
| Option | \$ 9.2533 | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 6,000 | 12/19/2002 02/28/2008 | Common Stock | 4,627 | |
| Option | \$ 9.2533 | 02/27/2006 | 03/01/2006 | J/K ⁽¹⁾ | 2,850 | 12/19/2002 02/28/2008 | Common Stock | 2,198 | |
| Stock Option | \$ 0 | 02/27/2006 | 03/01/2006 | J ⁽¹⁾ | 1,495.5 | 12/16/2004 12/16/2013 | Common Stock | 1,495. | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PAGE STEPHEN L
111 N. WALL STREET
SPOKANE, WA 99201

Senior Vice President Sterling

Signatures

E. Marie Hirsch 03/01/2006

Signature of
Reporting Person

Date

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).

(1) Phantom Exchange Transaction

(2) Price not adjusted for the 3-for-2 stock split on 8/31/05

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