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STERLING FINANCIAL CORP /WA/

Form 4

February 16, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and A STANLEY	-	Symbol STERLI	NG FIN <i>A</i>	Ticker or Trading ANCIAL CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			/WA/ [S	TSA]		()			
(Last)	(First) (M	liddle)		Earliest Tra	ansaction	DirectorX_ Officer (given)	e title Otho		
111 N. WALL STREET			(Month/Da)	•		below)	below)	`	
			02/11/20	,02		Executive Vice President Sterl			
		4. If Amer	ndment, Dat	te Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/Year)		Applicable Line)				
						X Form filed by One Reporting Person			
SPOKANE, WA 99201						Form filed by More than One Reporting Person			
						i cison			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o	
Security (Month/Day/Year) Execution		Execution	on Date, if Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (D)			Beneficially	(D) or	Beneficial	
		(Month/D	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
	Common Stock	02/14/2005	02/14/2005	X/K	3,145	A	\$ 8.27	27,247	D	
	Common Stock	02/14/2005	02/14/2005	X/K	2,353	A	\$ 8.34	29,600	D	
	Common Stock							9,402	I	401(k) Plan
	Common Stock							3,968	I	Spouse

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

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SEC 1474 (9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.6 <u>(1)</u>	02/14/2005	02/14/2005	X/K	4,000	12/17/1997	02/28/2005	Common Stock	3,145
Stock Option	\$ 12.71 (1)	02/14/2005	02/14/2005	X/K	3,000	06/25/1997	02/28/2005	Common Stock	2,353

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANLEY HEIDI B 111 N. WALL STREET SPOKANE, WA 99201

Executive Vice President Sterl

Signatures

E. Marie Hirsch 02/16/2004

**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) Price does not reflect 10% stock dividend adjustments from previous years.

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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