

MANZULLI MICHAEL F
Form 5
February 14, 2003

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| FORM 5 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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

Form 3 Holdings Reported
 Form 4 Transactions Reported

(Print or Type Responses)

1. Name and Address of Reporting Person*

Manzulli Michael F.

(Last) (First) (Middle)

615 Merrick Avenue

(Street)

Westbury NY 11590

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol New York Community Bancorp, Inc.

(NYB)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year December 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director X Officer ___ 10% Owner ___ Other

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----- (give title below) (specify below)
 Chairman of the Board

7. Individual or Joint/Group Filing
 (Check Applicable Line)

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

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount, Number of Shares or Units, or Other Measure (Instr. 3, 4 and 5)
			Code	Amount (A) or Price (D)	
Common Stock					327
Common Stock					1
Common Stock					61
Common Stock					47
Common Stock					15

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

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
 SEC 2270 (9-02)

FORM 5 (continued)

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAALLY OWNED
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5.
Option to Purchase Common Stock (4)	\$9.31			
Option to Purchase Common Stock (4)	\$9.31			
Option to Purchase Common Stock (5)	\$28.54			
Option to Purchase Common Stock (6)	\$24.61	7/24/02	A	1

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned At End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (Instr. 4)
10/20/01	10/20/08 Common Stock	32,208	32,208	D
10/20/01	10/20/08 Common Stock	574,212	574,212	D
1/21/04	1/21/13 Common Stock	210,000	210,000	D
7/24/03	7/24/12 Common Stock	150,000	150,000	D

Explanation of Responses:

(1) This form reflects increases in beneficial ownership resulting from exempt

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acquisitions under an Employee Stock Ownership Plan ("ESOP") pursuant to Rule 16b-3(c).

- (2) Includes shares rolled over from the Richmond County Savings Bank ESOP to the New York Community Bank 401(k) Plan. Also includes increases in beneficial ownership resulting from exempt acquisitions under the 401(k) Plan pursuant to Rule 16b-3(c). For purposes of this report, units in the 401(k) plan have been converted into an approximate number of shares of New York Community Bancorp, Inc. ("NYCB") common stock. The actual number of shares held by the reporting person in this account may vary when such units are actually converted into shares upon distribution of the units to the reporting person.
- (3) The reporting person is the co-trustee of Lahr, Dillon, Manzulli, Kelley & Penett pension trust that holds the reported securities. The reporting person shares voting and investment authority over the reported shares. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) In connection with the merger of Richmond County with and into NYCB on July 31, 2001, each option to purchase 1 share of Richmond County common stock held by the reporting person was converted to an option to purchase 1.02 shares of NYCB common stock. The exercise price per share for each converted NYCB option was determined by dividing the exercise price of such option by the 1.02 ratio, with such quotient to be rounded to the nearest whole cent. Options vest in three equal annual installments beginning on October 20, 2001.
- (5) Options granted pursuant to the NYCB 1997 Stock Option Plan that vest in three equal annual installments beginning on January 21, 2004.
- (6) Options granted pursuant to the NYCB 1997 Stock Option Plan that vest in three equal annual installments beginning on July 24, 2003.

/s/ Ilene A. Angarola	February 14, 2003
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**Signature of Reporting Person	Date

By: Ilene A. Angarola, Power of Attorney
 For: Michael F. Manzulli

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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