

ROGERS WILLIAM H JR
Form 4
December 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
ROGERS WILLIAM H JR

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 PEACHTREE STREET, N.E.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

ATLANTA, GA 30308

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/14/2012		F	11,469 D \$ 27.07	103,479	D ⁽¹⁾	
Common Stock					7,759.5554	I	401(k) ⁽²⁾

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	1,688,4622
Phantom Stock ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	21,338
Option ⁽⁴⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	15,000
Option ⁽⁴⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option ⁽⁵⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option ⁽⁵⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	32,000
Option ⁽⁵⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	35,000
Option ⁽⁵⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	88,800
Option ⁽⁵⁾	\$ 29.54					12/31/2011	12/31/2018	Common Stock	100,000
Option	\$ 29.2					04/01/2012	04/01/2021	Common Stock	84,439
Option ⁽⁶⁾	\$ 21.67					⁽⁶⁾	02/14/2022	Common Stock	136,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E.			Chairman and CEO	

ATLANTA, GA 30308

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

12/17/2012

__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).
Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(3)-3. Also includes the following shares which are subject to forfeiture: 2,000 which vest on 3/6/2013; and 2,000 which vest on 7/14/2013.
- (1) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three 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.