

ROGERS WILLIAM H JR  
Form 4  
April 01, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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

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

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman and CEO

6. 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 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)
				Code	V Amount or (D) Price			
Common Stock	03/28/2013		M		10,835.818 A \$ 28.81	112,314.818	D <sup>(1)</sup>	
Common Stock	03/28/2013		F		3,360 D \$ 28.81	108,954.818	D	
Common Stock						7,776.1073	I	401(k) <sup>(2)</sup>

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

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SEC 1474 (9-02)

number.

**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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	1,700
Phantom Stock <u>(6)</u>	<u>(6)</u>	03/28/2013		M		10,835.818		<u>(6)</u>	<u>(6)</u>	Common Stock	10,835.818
Phantom Stock <u>(4)</u>	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	53,000
Option	\$ 73.19							02/10/2007	02/10/2014	Common Stock	100
Option <u>(5)</u>	\$ 73.14							02/08/2008	02/08/2015	Common Stock	100
Option <u>(5)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock	300
Option <u>(5)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock	300
Option <u>(5)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock	800
Option <u>(5)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock	100
Option	\$ 29.2							04/01/2012	04/01/2021	Common Stock	800
Option <u>(6)</u>	\$ 21.67							<u>(6)</u>	02/14/2022	Common Stock	130
Option <u>(6)</u>	\$ 27.41							02/26/2014	02/26/2023	Common Stock	300
Option <u>(6)</u>	\$ 27.41							02/26/2015	02/26/2023	Common Stock	300
Option <u>(6)</u>	\$ 27.41							02/26/2016	02/26/2023	Common Stock	300

