

Gillani Aleem
Form 4
April 24, 2013

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 *
Gillani Aleem

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

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2013

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)
Corp. Exex. Vice Pres and CFO

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)
Common Stock	04/23/2013		M	V 7,301 A \$ 21.67	83,419.813	D ⁽¹⁾	
Common Stock					300	I	Custodial Account ⁽²⁾
Common Stock					2,300	I	Custodial Account ⁽³⁾
Common Stock					3,500	I	Trust ⁽⁴⁾
Common Stock					6,848.0541	I	401(k) ⁽⁵⁾

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

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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	(6)					(6) (6)	Common Stock	986,875	
Phantom Stock (7)	(7)					(7) (7)	Common Stock	2,707,813	
Phantom Stock (8)	(8)					(8) (8)	Common Stock	17,233,500	
Option (9)	\$ 23.7					01/14/2013 01/14/2020	Common Stock	5,000	
Option (9)	\$ 32.27					02/08/2014 02/08/2021	Common Stock	19,300	
Option (10)	\$ 21.67	04/23/2013		M	7,301	(10) 02/14/2022	Common Stock	7,301	
Option (10)	\$ 27.41					02/26/2014 02/26/2023	Common Stock	11,464	
Option (10)	\$ 27.41					02/26/2015 02/26/2023	Common Stock	11,464	
Option (10)	\$ 27.41					02/26/2016 02/26/2023	Common Stock	11,465	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gillani Aleem 303 PEACHTREE STREET, N.E.			Corp. Exec. Vice Pres and CFO	

