Gillani Aleem Form 4 April 24, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre Gillani Aleem	ess of Reportin	g Person *	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)	3. Date of Earliest Transaction	-			
303 PEACHTREE STREET, N.E.			(Month/Day/Year) 04/23/2013	Director 10% Owner X Officer (give title Other (specify below) Corp. Exex. Vice Pres and CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, GA	A 30303		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

							1 015011		
(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	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	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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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number on f Derivation Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ive of	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	<u>(6)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	986.8754
Phantom Stock (7)	<u>(7)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	2,707.813
Phantom Stock (8)	<u>(8)</u>						<u>(8)</u>	<u>(8)</u>	Common Stock	17,233.59
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	Keiauonsinps							
	Director	10% Owner	Officer	Other				
illani Aleem			Corp. Exex. Vice Pres and CFO					

Gillani Aleem 303 PEACHTREE STREET, N.E.

Reporting Owners 2

ATLANTA, GA 30303

Signatures

David A. Wisniewski, Attorney-in-Fact for Aleem Gillani

04/24/2013

**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) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3; includes 7,290 shares of restricted stock which vest on February 9, 2014.
- (2) Shares are held in a custodial account for the benefit of an adult familiy member over which account the reporting person has investment and voting control.
- (3) Shares are held in a custodial account for the benefit of a minor child of the reporting person over which account the reporting person has investment and voting control.
- (4) Shares are held in a family trust over which the reporting person has voting and investment control.
- (5) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents vares based on the closing price of SunTrust stock on the applicable measurement date.
- (6) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
- Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 26, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants are performed.
- (8) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (9) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (10) 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.

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