

ROGERS WILLIAM H JR  
Form 4  
March 07, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
03/06/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/06/2013		F	649	D \$ 28.17	101,479	D <sup>(1)</sup>
Common Stock						7,767.9946	I 401(k) <sup>(2)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: ROGERS WILLIAM H JR - Form 4

**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 <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,698,1859
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 21,338
Phantom Stock <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 53,010.924
Option <u>(4)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option <u>(6)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option <u>(6)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 32,000
Option <u>(6)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 35,000
Option <u>(6)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 88,800
Option <u>(6)</u>	\$ 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 <u>(7)</u>	\$ 21.67					<u>(7)</u> 02/14/2022	Common Stock 136,200
Option <u>(7)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 36,707
Option <u>(7)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 36,707
Option <u>(7)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 36,707

