

ROGERS WILLIAM H JR
Form 4
April 03, 2012

FORM 4

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

OMB APPROVAL

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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)
03/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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)	Amount or Price			
Common Stock	03/31/2012		M		10,671	A	119,955	D
Common Stock	03/31/2012		F		3,309	D	116,646	D (2)
Common Stock							7,735.7269	I 401(k) (3)

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

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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
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock <u>(5)</u>	<u>(5)</u>	03/31/2012		M	22,350.1626	<u>(1)</u>	<u>(1)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>	03/31/2012		M	10,671	<u>(6)</u>	<u>(6)</u>	Common Stock
Option <u>(7)</u>	\$ 54.28					02/11/2006	02/11/2013	Common Stock
Option <u>(7)</u>	\$ 73.19					02/10/2007	02/10/2014	Common Stock
Option <u>(8)</u>	\$ 73.14					02/08/2008	02/08/2015	Common Stock
Option <u>(8)</u>	\$ 71.03					02/14/2009	02/14/2016	Common Stock
Option <u>(8)</u>	\$ 85.06					02/13/2010	02/13/2017	Common Stock
Option <u>(8)</u>	\$ 64.58					02/12/2011	02/12/2018	Common Stock
Option <u>(8)</u>	\$ 29.54					12/31/2011	12/31/2018	Common Stock
Option	\$ 29.2					04/01/2012	04/01/2021	Common Stock
Option <u>(9)</u>	\$ 21.67					<u>(9)</u>	02/14/2022	Common Stock

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.

04/03/2012

__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).
- (1) Reflects settlement in stock of Phantom Stock Units and netting to pay applicable taxes.

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 6/20/2012; 2,000 which vest on 9/16/2012; 2,000 which vest on 3/6/2013; and 2,000 which vest on 7/14/2013.
- (2) 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.
- (3) 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.
- (4) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary.
- (5) Reflects time vesting as of March 31, 2012 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Award 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.
- (9)

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.