

ROGERS WILLIAM H JR
Form 4
April 01, 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 *
ROGERS WILLIAM H JR

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)
303 PEACHTREE STREET, N.E.

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

(Street)
ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	03/28/2013		M		10,835.818	A	\$ 28.81
Common Stock	03/28/2013		F		3,360	D	\$ 28.81
Common Stock							7,776.1073
						I	401(k) (2)

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 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 1300
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

