

ROGERS WILLIAM H JR
Form 4
February 16, 2012

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

(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)
02/13/2012

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/13/2012		F	10,157 D \$ 22.03	109,284 ⁽¹⁾	D	
Common Stock					7,730.9699	I	401(k) ⁽²⁾

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 Number Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 1,684.
Phantom Stock ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 22,350
Phantom Stock ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 32,0
Option ⁽⁶⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 15,0
Option ⁽⁶⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,0
Option ⁽⁷⁾	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,0
Option ⁽⁷⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 32,0
Option ⁽⁷⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 35,0
Option ⁽⁷⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 88,8
Option ⁽⁷⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,
Option ⁽⁸⁾	\$ 29.2					04/01/2012 04/01/2021	Common Stock 84,4
Option ⁽⁹⁾	\$ 21.67	02/14/2012		A	136,200	⁽⁹⁾ 02/14/2022	Common Stock 136,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Chairman and CEO	

Signatures

David A. Wisniewski, Attorney-in-Fact for William H.
Rogers, Jr.

02/16/2012

__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) 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 which will be settled in cash on March 31, 2012 unless settled earlier due to the executive's death or disability or the company's change in control.
- (5) 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 1, 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.
- (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.
- (9) 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.

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