SUNTRUST BANKS INC

Form 4 April 25, 2013

FORM 4

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

OMB Number:

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OMB APPROVAL

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

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * CORRELL ALSTON D

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

X Director 10% Owner

(Month/Day/Year) 303 PEACTHTREE ST. NE

(Month/Day/Year)

04/23/2013

Officer (give title Other (specify below)

4. If Amendment, Date Original

(Instr. 8)

Α

Filed(Month/Day/Year)

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

ATLANTA, GA 30303

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities Acquired Transaction(A) or Disposed of Code (D)

5. Amount of Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership

(Instr. 4)

Indirect (I)

(Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4)

Reported

Common Stock

(Instr. 3)

04/23/2013

V Amount (D) Price

4.240

(Instr. 3, 4 and 5)

151,003.8001 28.3

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amour **Underlying Securit**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acqu (A) or Disposed (D) (Instr. 3, 4, and	d of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Phantom Stock Units (1)	(1)							<u>(1)</u>	<u>(1)</u>	Common Stock	13,1
Phantom Stock Unites (2)	(2)	04/23/2013		A		4,240.2827		(2)	<u>(2)</u>	Common Stock	4,2
Option (3)	\$ 54.28							02/11/2003	02/11/2013	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
CORRELL ALSTON D 303 PEACTHTREE ST. NE ATLANTA, GA 30303	X						

Signatures

David A. Wisniewski, Attorney-in-Fact for Alston D. Correll

04/25/2013

**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).
- Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Payments commence following (1) the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.
 - The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon
- (2) the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (4) Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.

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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