Edgar Filing: WYNN PHAIL JR - Form 4

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Form 4										
October 02, 20 FORM Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	Proceeding 1000000000000000000000000000000000000						OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type Res	sponses)									
1. Name and Add WYNN PHAI	Symbo	uer Name and bl FRUST BAI		C	5. Relationship of Reporting Person(s) to Issuer					
(Last) 303 PEACTH	iddle) 3. Date (Mont	e of Earliest Tra n/Day/Year) /2012			(Che X_ Director Officer (give below)		e) 6 Owner er (specify			
			mendment, Da Month/Day/Year)	endment, Date Original onth/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 			
(City)		Zip) T	oble I - Non-D	arivativa S	ocurities A c	Person quired, Disposed o	f or Banaficia	lly Owned		
1.Title of	2. Transaction Date (Month/Day/Year)		3. if Transaction Code ar) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	ies (A) or of (D) 4 and 5) (A) or	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		
Common Stock			Coat (- mount	(2) 1100	17,611	D			

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.

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	(1)	10/01/2012		А	526.6854	(1)	<u>(1)</u>	Common Stock	526.6854
Phantom Stock (2)	<u>(2)</u>	04/24/2012		А	5,068	(2)	(2)	Common Stock	5,068

Reporting Owners

Reporting Owner Name / Address		Relationsh		
1 0	Director	10% Owner	Officer	Other
WYNN PHAIL JR 303 PEACTHTREE ST. NE ATLANTA, GA 30303	Х			
Signatures				
David A. Wisniewski, Attorney Wynn, Jr.	y-in-Fact	for Phail		10/02/2012
**Signature of Report		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).

The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon 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. Amount reported reflects reinvested dividends accrued since last report. The plan is exempt under Rule 16b-3.

Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Payments commence following(2) the reporting person's departure from the Board of Directors. These securities convert to common stock on a one-for-one basis. Amount reported reflects reinvested dividends accrued since last report. The plan is exempt under Rule 16b-3.

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.