Cheriyan Anil T Form 4 February 28, 2013

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cheriyan Anil T

2. Issuer Name and Ticker or Trading Symbol

SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director

10% Owner Other (specify

02/26/2013

X\_ Officer (give title below) below)

Corp Ex Vice Pres & CIO

(Check all applicable)

(Street)

303 PEACHTREE STREET, NE

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

(Instr. 8)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30308

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

Following (Instr. 4) Reported

Ownership (Instr. 4)

(9-02)

(A)

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

Common Stock

(Month/Day/Year)

16,892  $D^{(1)}_{(2)}$ 

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date U		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	8,494.63
Option (2)	\$ 23.68					04/24/2014	04/24/2022	Common Stock	24,692
Option (2)	\$ 23.68					(3)	04/24/2022	Common Stock	49,383
Option (5)	\$ 27.41	02/26/2013		A	11,464	02/26/2014	02/26/2023	Common Stock	11,464
Option (5)	\$ 27.41	02/26/2013		A	11,464	02/26/2015	02/26/2023	Common Stock	11,464
Option (5)	\$ 27.41	02/26/2013		A	11,465	02/26/2016	02/26/2023	Common Stock	11,465

## **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

Cheriyan Anil T

303 PEACHTREE STREET, NE

Corp Ex Vice Pres & CIO ATLANTA, GA 30308

# **Signatures**

David Wisniewski, Attorney-in-Fact for Anil T. Cheriyan

02/28/2013

\*\*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).
- (1) Includes 16,892 shares of restricted stock which vest on 4/24/2014.
- (2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. Grant is exempt under Rule 16b-3.
- (3) Award vests pro rata annually over three years.
- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (5) Granted under 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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