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ROGERS WILLIAM H JR

Form 4

February 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

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obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROGERS WILLIAM H JR Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 303 PEACHTREE STREET, N.E. 02/26/2013 below) Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30308 Person (Ctota)

(City)	(State) (2	Table	I - Non-De	erivative Securitie	s Acquired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) P	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)
Common Stock					103,479	D (1)	
Common Stock					7,765.6634	I	401(k) (2)

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 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) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (3)	(3)					<u>(3)</u>	<u>(3)</u>	Common Stock	1,698.18
Phantom Stock (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	21,33
Phantom Stock (5)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	53,010.9
Option (4)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,00
Option (6)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,00
Option (6)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	32,00
Option (6)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	35,00
Option (6)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	88,80
Option (6)	\$ 29.54					12/31/2011	12/31/2018	Common Stock	100,00
Option	\$ 29.2					04/01/2012	04/01/2021	Common Stock	84,43
Option (7)	\$ 21.67					<u>(7)</u>	02/14/2022	Common Stock	136,20
Option (7)	\$ 27.41	02/26/2013		A	36,707	02/26/2014	02/26/2023	Common Stock	36,70
Option (7)	\$ 27.41	02/26/2013		A	36,707	02/26/2015	02/26/2023	Common Stock	36,70
Option (7)	\$ 27.41	02/26/2013		A	36,707	02/26/2016	02/26/2023	Common Stock	36,70

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.

02/28/2013

**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).
- Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(3)-3. Also includes the following shares which are subject to forfeiture: 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) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) 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. 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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