Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST	BANKS INC									
Form 4										
November 15	5, 2013									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549								3235-0287		
Check this box							Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEF					CIAL OW	NERSHIP OF		ated average		
Section 16		SECURITIES					burden hours per			
Form 4 or								0.5		
Form 5 obligation		suant to Section 1								
may conti		a) of the Public Ut	•	•			n			
See Instru	ction	30(h) of the In	vestment	Company	Act of 19	40				
1(b).										
(Print or Type R	esponses)									
5 1										
1. Name and Address of Reporting Person [*] _2. Issuer Name and Ticker or Trading 5. Relationship of							Reporting Person(s) to			
IVESTER M	I DOUGLAS	Symbol			8	Issuer				
			UST BAN	NKS INC	[STI]					
(Last)	Aiddle) 3. Date of	3. Date of Earliest Transaction				(Check all applicable)				
	(Month/D		ansaetton		X Director	10%	b Owner			
303 PEACTI	11/13/20	-			Officer (give title Other (specify					
						below) below)				
		ndment, Dat	-		6. Individual or Joint/Group Filing(Check					
	Filed(Mor	th/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person					
ATLANTA,	GA 30303						fore than One Re			
AILANIA,	GA 30303					Person				
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	ecurities Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securit			6. Ownership			
Security	(Month/Day/Year)	Execution Date, if		onAcquired			Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4		•	(D) or Indirect (I)	Beneficial Ownership		
		(initial Duy) i cui)	(11541.0)	(111541.5,	rund 5)	Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D) Price	(msu. 5 and 4)				
Common						100,000	D			
Stock						,				

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 ctionDerivative Securities 8) 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 or Number of Shares
Phantom Stock (1)	<u>(1)</u>	11/13/2013		А	127.011		<u>(1)</u>	(1)	Common Stock	127.011
Phantom Stock (2)	<u>(2)</u>						(2)	(2)	Common Stock	23,263.924

Reporting Owners

Reporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherIVESTER M DOUGLAS
303 PEACTHTREE ST. NEXVVATLANTA, GA 30303XVVVSignaturesVVVV

David Wisniewski, Attorney-in-Fact for M. Douglas Ivester

**Signature of Reporting Person

11/15/2013 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
 (1) 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.

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 includes reinvested dividends received since last report.

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.