

ROGERS WILLIAM H JR

Form 4

January 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President and CEO

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

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(D)	Price
Common Stock					119,441 ⁽¹⁾	D	
Common Stock					7,746.6435	I	401(k) ⁽²⁾

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

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SEC 1474
(9-02)

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

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 Derivative 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 or Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	1,684.8
Phantom Stock <u>(4)</u>	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	22,350.1
Phantom Stock <u>(5)</u>	<u>(5)</u>	12/31/2011 <u>(5)</u>		A		32,012		<u>(5)</u>	<u>(5)</u>	Common Stock	32,012
Option <u>(6)</u>	\$ 54.28							02/11/2006	02/11/2013	Common Stock	15,000
Option <u>(6)</u>	\$ 73.19							02/10/2007	02/10/2014	Common Stock	18,000
Option <u>(7)</u>	\$ 73.14							02/08/2008	02/08/2015	Common Stock	18,000
Option <u>(7)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock	32,000
Option <u>(7)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock	35,000
Option <u>(7)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock	88,800
Option <u>(7)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock	100,000
Option <u>(8)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock	84,432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			President and CEO	

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

01/04/2012

__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) Reflects vesting of 800 shares on August 22, 2011. Also includes the following shares which are subject to forfeiture: 62,600 which vest on 2/10/2012; 2,000 which vest on 6/20/2012; 2,000 which vest on 9/16/2012; 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) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary which will be settled in cash on March 31, 2012 unless settled earlier due to the executive's death or disability or the company's change in control.
Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants are performed.
 - (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
 - (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

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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