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ROGERS WILLIAM H JR

Form 4

January 20, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per 0.5

2005

SECURITIES response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

Stock

(Print or Type Responses)

1. Name and A ROGERS W	Symbol	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 303 PEACH	(First) (M		f Earliest Tr Day/Year) 010	ansaction		Director X Officer (g below)	ive title ${}$ Ot below)	% Owner her (specify		
ATLANTA,	(Street) GA 30308		4. If Amendment, Date Original Filed(Month/Day/Year)				Corporate Exec. Vice President 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C							
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) Price		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				7 0 0	(2) 11100	28,607	D			
Common Stock						7,686.505	I	401(k) (1)		
Common Stock						60	I	Custodian Account (2)		
Common						68.458	I	Restricted		

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

Stock (3)

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5. Number of Derivative

SEC 1474

6. Date Exercisable and

(9-02)

7. Title an

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

4.

3. Transaction Date 3A. Deemed

1. Title of 2.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Code	Disposed of (D) (Instr. 3, 4, and	ired (A) or	Expiration Date (Month/Day/Year)		Underlying (Instr. 3 ar
	ý			(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (4)	<u>(4)</u>		Code V	(A)	(D)	<u>(4)</u>	<u>(4)</u>	Commo Stock
Phantom Stock Units (5)	<u>(5)</u>	01/15/2010	A	1,888.2715		<u>(5)</u>	<u>(5)</u>	Commo Stock
Phantom Stock Units (5)	<u>(5)</u>	01/15/2010	F		144.4528	<u>(5)</u>	<u>(5)</u>	Commo Stock
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Commo Stock
Option (6)	\$ 64.57					11/13/2004	11/13/2011	Commo Stock
Option (6)	\$ 54.28					02/11/2006	02/11/2013	Commo Stock
Option (6)	\$ 73.19					02/10/2007	02/10/2014	Commo Stock
Option (7)	\$ 73.14					02/08/2008	02/08/2015	Commo Stock
Option (7)	\$ 71.03					02/14/2009	02/14/2016	Commo Stock
Option (7)	\$ 85.06					02/13/2010	02/13/2017	Commo Stock
Option (7)	\$ 64.58					02/12/2011	02/12/2018	Commo Stock
Option (7)	\$ 29.54					12/31/2011	12/31/2018	Commo Stock

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR 303 PEACHTREE STREET ATLANTA, GA 30308

Corporate Exec. Vice President

Signatures

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

01/20/2010

**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) 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.
- (2) Held as Custodian for daughter, Heather Christian Rogers, and son, David Henry Rogers.
 - Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax
- withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 5.713 shares of restricted stock which vest on 2/13/2010 and 31,300 shares which vest on 02/10/2012.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (5) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash one half on March 31, 2011 and one half on March 31, 2012, unless settled earlier due to the executive's death.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 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. 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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