

ROGERS WILLIAM H JR

Form 4

August 23, 2011

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)
08/22/2011

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 below) ____ Other (specify 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 Ownership (Instr. 4)
Common Stock	08/22/2011		F	1,019 D	\$ 17.18	119,441 ⁽¹⁾	D
Common Stock					7,670.5713	I	401(k) ⁽²⁾

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

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information contained in this form are not
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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 1,675.6866
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 22,350.1626
Option <u>(5)</u>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 15,000
Option <u>(5)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 15,000
Option <u>(5)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option <u>(6)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option <u>(6)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 32,000
Option <u>(6)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 35,000
Option <u>(6)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 88,800
Option <u>(6)</u>	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,000
Option <u>(7)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 84,439

Reporting Owners

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

ATLANTA, GA 30308

Signatures

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

08/23/2011

__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).
Reflects vesting of 800 shares on August 22, 2011. Also includes the following shares which are subject to forfeiture: 62,600 which vest
(1) 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.
(5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
(6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
(7) 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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