Edgar Filing: IVESTER M DOUGLAS - Form 4

IVESTER M	DOUGLAS									
Form 4										
November 06	6, 2012									
FORM	Δ							PPROVAL		
	UNITED		URITIES A /ashington,			COMMISSION	OMB Number:	3235-0287		
Check this if no longe	er						Expires:	January 31,		
subject to	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005 average		
Section 16		SECURITIES					burden hours per			
Form 4 or Form 5		want to Santia	16(a) of th	a Caaniti	as Ershan	a = A a t a f 1024	response	0.5		
obligation						ge Act of 1934, of 1935 or Sectio	n			
may conti	nue.	30(h) of the	•	•	• •		11			
See Instru- 1(b).	ction	50(II) of the	mvestment	Company	y Act of 17					
1(0).										
(Print or Type R	esponses)									
	ddress of Reporting I	Person <u>*</u> 2. Iss	uer Name and	Ticker or T	Frading	-	Reporting Person(s) to			
IVESTER M DOUGLAS			Symbol			Issuer				
			TRUST BA	NKS INC	C [STI]	(Check all applicable)				
(Last)	(First) (N	fiddle) 3. Date	e of Earliest Tr	ansaction		(enec	ik un uppheuok	()		
			(Month/Day/Year)			_X_ Director		6 Owner		
303 PEACTHTREE ST. NE			11/05/2012			Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Month/Day/Year	-		Applicable Line)				
				,		_X_ Form filed by (
ATLANTA,	GA 30303					Form filed by N Person	Aore than One Ro	eporting		
(City)	(State)	(Zip) T	able I - Non-D	Derivative S	Securities Ac	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date,		onAcquired				Indirect		
(Instr. 3)		any (Month/Day/Ye	Code ar) (Instr. 8)	Disposed (Instr. 3,		•	(D) or Indirect (I)	Beneficial Ownership		
		(Monui/Day/Te	ar) (msur. 8)	(msu. 5,	4 and 5)	Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported		`		
					or	Transaction(s)				
			Code V	Amount	(D) Price	(Instr. 3 and 4)				
Common						100,000	D			
Stock						100,000	-			

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 Derivative6. Date Exercisable and Expiration DateSecurities(Month/Day/Year)Acquired (A) or Disposed of (D)(Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock (1)	<u>(1)</u>	11/05/2012		А	55.2283		<u>(1)</u>	<u>(1)</u>	Common Stock	55.228
Option (2)	\$ 54.28						02/11/2003	02/11/2013	Common Stock	2,000
Phantom Stock (3)	(3)						(3)	(3)	Common Stock	5,068

Reporting Owners

Reporting Owner Name / Address	•								
	Director	10% Owner	Officer	Other					
IVESTER M DOUGLAS 303 PEACTHTREE ST. NE ATLANTA, GA 30303	Х								
Signatures									
David Wisniewski, Attorney-in-Fact for M. Douglas									
Ivester				11/06/2012					

Relationships

**Signature of Reporting Person

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.

- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Payments commence following(3) 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.

11/06/2012

Date