Edgar Filing: ROGERS WILLIAM H JR - Form 4

| | ILLIAM H JR | | | | | | | | | | |
|---|--------------------------------------|-------------------|--------------------------------|--|------------|------------------------------|----------------------|--|--|------------------------|--|
| Form 4 | 12 | | | | | | | | | | |
| March 07, 20 | | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | | |
| Check this box if no longer subject to Section 16. SECURITIES SECURITIES LABOR SECURITIES L | | | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| ROGERS WILLIAM H JR Symbol | | | | Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of | Earliest Tr | ansaction | | | (Chec | k all applicable | ;) | |
| 303 PEACH | TREE STREET | ſ, N.E. | (Month/D 03/06/20 | - | | | | Director XOfficer (give below) Chair | | | |
| | | | | ndment, Date Original tth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| ATLANTA, | GA 30308 | | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year |) Executio any | ned n Date, if Day/Year) | | (Instr. 3, | ispose 4 and (A) or | d of (D) 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) | Indirect Beneficial | |
| Common Stock | 03/06/2013 | | | Code V F | Amount 649 | (D) D | Price \$ 28.17 | 101,479 | D (1) | | |
| Common Stock | | | | | | | | 7,767.9946 | I | 401(k) (2) | |

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

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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. Transactio Code (Instr. 8) | 5. 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 (3) | <u>(3)</u> | | | | | (3) | (3) | Common Stock | 1,698.1859 |
| Phantom Stock (4) | <u>(4)</u> | | | | | (4) | (4) | Common Stock | 21,338 |
| Phantom Stock (5) | <u>(5)</u> | | | | | (5) | (5) | Common Stock | 53,010.924 |
| Option (4) | \$ 73.19 | | | | | 02/10/2007 | 02/10/2014 | Common Stock | 18,000 |
| Option (6) | \$ 73.14 | | | | | 02/08/2008 | 02/08/2015 | Common Stock | 18,000 |
| Option (6) | \$ 71.03 | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 32,000 |
| Option (6) | \$ 85.06 | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 35,000 |
| Option (6) | \$ 64.58 | | | | | 02/12/2011 | 02/12/2018 | Common Stock | 88,800 |
| Option (6) | \$ 29.54 | | | | | 12/31/2011 | 12/31/2018 | Common Stock | 100,000 |
| Option | \$ 29.2 | | | | | 04/01/2012 | 04/01/2021 | Common Stock | 84,439 |
| Option (7) | \$ 21.67 | | | | | (7) | 02/14/2022 | Common Stock | 136,200 |
| Option (7) | \$ 27.41 | | | | | 02/26/2014 | 02/26/2023 | Common Stock | 36,707 |
| Option (7) | \$ 27.41 | | | | | 02/26/2015 | 02/26/2023 | Common Stock | 36,707 |
| Option (7) | \$ 27.41 | | | | | 02/26/2016 | 02/26/2023 | Common Stock | 36,707 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------|--------|--|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | | |
| ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308 | | | Chairman ar | nd CEO | | | | |
| Signatures | | | | | | | | |
| David A. Wisniewski, Attorney-in- Rogers, Jr. | 03/07/2013 | | | | | | | |
| **Signature of Reportir | 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).

Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements
 (1) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(3)-3. Also includes the following shares which are subject to forfeiture: 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) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.

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.