Gillani Aleem Form 4 March 12, 2013

FORM 4

OMB APPROVAL OMB

Number:

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

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

Expires: 2005 Estimated average burden hours per 0.5 response...

3235-0287

January 31,

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Gillani Aleem	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
303 PEACHTREE STREET, N.E.	(Month/Day/Year) 03/11/2013	Director 10% Owner Officer (give title Other (specifical below) Corp. Exex. Vice Pres and CFO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30303		Form filed by More than One Reporting Person			

							1 015011		
(City)	(State)	(Zip) Table	e I - Non-D	Derivative :	Secur	ities Aco	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed		3. 4. Securities Acqu Transaction(A) or Disposed or Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) F			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	03/11/2013		M	5,000	A	\$ 23.7	74,290	D (1)	
Common Stock							300	I	Custodial Account (2)
Common Stock							2,300	I	Custodial Account (3)
Common Stock							3,500	I	Trust (4)
Common Stock							6,736.0149	I	401(k) (5)

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Numonof Der Securir Acquin (A) or Dispos (D) (Instr. and 5)	ivative ties red sed of 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	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>(6)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	985.1803
Phantom Stock (7)	<u>(7)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	2,667
Phantom Stock (8)	<u>(8)</u>						(8)	<u>(8)</u>	Common Stock	17,233.59
Option (9)	\$ 23.7	03/11/2013		M	4	5,000	01/14/2013	01/14/2020	Common Stock	5,000
Option (9)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	19,300
Option (10)	\$ 21.67						(10)	02/14/2022	Common Stock	44,400
Option (10)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	11,464
Option (10)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	11,464
Option (10)	\$ 27.41						02/26/2016	02/26/2023	Common Stock	11,465

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gillani Aleem 303 PEACHTREE STREET, N.E.

Corp. Exex. Vice Pres and CFO

Reporting Owners 2

ATLANTA, GA 30303

Signatures

David A. Wisniewski, Attorney-in-Fact for Aleem Gillani

03/12/2013

**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) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3; includes 7,290 shares of restricted stock which vest on February 9, 2014.
- (2) Shares are held in a custodial account for the benefit of an adult familiy member over which account the reporting person has investment and voting control.
- (3) Shares are held in a custodial account for the benefit of a minor child of the reporting person over which account the reporting person has investment and voting control.
- (4) Shares are held in a family trust over which the reporting person has voting and investment control.
- (5) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents vares based on the closing price of SunTrust stock on the applicable measurement date.
- (6) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
- 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 26, 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.
- (8) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (9) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (10) 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.

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