

SUNTRUST BANKS INC
 Form 4
 February 28, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARRIG KENNETH J

(Last) (First) (Middle)
 303 PEACHTREE STREET, NE
 (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)
02/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEVP & Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | | | (A) or (D) Price | 13,140 ⁽¹⁾ | D | |

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)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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) | | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Phantom Stock ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 11,690.6 |
| Option ⁽²⁾ | \$ 25.95 | | | | | 06/14/2014 | 06/14/2021 | Common Stock | 35,500 |
| Option ⁽³⁾ | \$ 21.67 | | | | | ⁽³⁾ | 02/14/2022 | Common Stock | 30,000 |
| Option ⁽³⁾ | \$ 27.41 | 02/26/2013 | | A | 7,753 | 02/26/2014 | 02/26/2023 | Common Stock | 7,753 |
| Option ⁽³⁾ | \$ 27.41 | 02/26/2013 | | A | 7,753 | 02/26/2015 | 02/26/2023 | Common Stock | 7,753 |
| Option ⁽³⁾ | \$ 27.41 | 02/26/2013 | | A | 7,754 | 02/26/2016 | 02/26/2023 | Common Stock | 7,754 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARRIG KENNETH J 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | X | | CEVP & Chief HR Officer | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Kenneth J. Carrig

02/28/2013

__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) Includes 13,140 shares of restricted stock which vest on June 14, 2014.
- (2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) Granted pursuant to the 2009 SunTrust Banks, Inc. Stock Plan. One third of the award vests each year for three years.
- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.

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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