Edgar Filing: RATCLIFFE DAVID M - Form 4

RATCLIFFE	DAVID M									
Form 4										
January 14, 20	013									
FORM	Λ								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	r: 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or				SECURI	SES IN BENEFICIAL OWNERSHIP OF SECURITIES (a) of the Securities Exchange Act of 1934,				Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligation: may contin <i>See</i> Instruct 1(b).	s Section 1	7(a) of the	Public Uti	ility Hold	ing Com		f 1935 or Sectio	n		
(Print or Type Ro	esponses)									
1. Name and Address of Reporting Person <u>*</u> RATCLIFFE DAVID M			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction		(Chec	ek an appliedok	()	
303 PEACHTREE STREET, N.E.			(Month/Day/Year) 01/10/2013				X_ Director Officer (give below)		b Owner er (specify	
				endment, Date Original onth/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
ATLANTA,	GA 30303						Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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							20,000	D		

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		orDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Acquired (A) o Disposed of (D					
	Security				(Instr. 3, 4, and	· ·				
	Security				(insu: 5, 4, and 5)	u				
				Cala V	ŕ	(D)	Data	Emination	т:41-	A
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	<u>(1)</u>	01/10/2013		А	104.8951		<u>(1)</u>	(1)	Common Stock	104.8951
Phantom Stock (2)	\$ 23.68 (2)						(2)	(2)	Common Stock	5,068

Reporting Owners

Reporting Owner Name / Address			-	
	Director	10% Owner	Officer	Other
RATCLIFFE DAVID M 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303	Х			
Signatures				
David A. Wisniewski, Attorney-in- Ratcliffe	Fact for I	David M.		01/11/2013
<u>**</u> 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).

Relationships

The phantom stock units were accrued udner the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. The phontom stock units compare stock on a gene for one basis. Includes shares acquired as a result of dividend

- (1) the reporting person's remember. Directors rees are deterred into this plan and are accounted for as in invested in Sun rust common stock. The phantom stock units convert to common stock on a one-for-one basis. Includes shares acquired as a result of dividend reinvestment since last reported transaction.
- (2) Restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of the SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.

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.