

Delorier Rilla S
Form 4
April 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
Delorier Rilla S

(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)
04/24/2013

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)
Executive Vice President & CMO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/24/2013 | | M | 13,600 A \$ 22.69 | 30,311.437 | D ⁽¹⁾ | |
| Common Stock | 04/24/2013 | | M | 6,000 A \$ 23.7 | 36,311.437 | D | |
| Common Stock | 04/24/2013 | | M | 5,834 A \$ 21.67 | 42,145.437 | D | |
| Common Stock | 04/24/2013 | | S | 34,913 D <u>(2)</u> | 6,692.437 | D | |
| Common Stock | | | | | 500.9941 | I ⁽³⁾ | 401(k) |

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

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(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. Transaction Code (Instr. 8) | 5. Number 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 of Number of Shares |
| Common Stock ⁽¹⁾ | \$ 23.7 | 04/24/2013 | | M | 6,000 | 01/14/2013 01/14/2020 | Common Stock 6,000 |
| Common Stock ⁽¹⁾ | \$ 22.69 | 04/24/2013 | | M | 13,600 | 02/09/2013 02/09/2020 | Common Stock 13,600 |
| Common Stock ⁽¹⁾ | ⁽¹⁾ | 04/24/2013 | | M | 5,834 | 02/08/2013 02/08/2021 | Common Stock 5,834 |
| Phantom Stock ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 6,752.3 |
| Option ⁽⁵⁾ | \$ 27.41 | | | | | 02/26/2014 02/26/2023 | Common Stock 5,848 |
| Option ⁽⁵⁾ | \$ 27.41 | | | | | 02/26/2015 02/26/2023 | Common Stock 5,848 |
| Option ⁽⁵⁾ | \$ 27.41 | | | | | 02/26/2016 02/26/2023 | Common Stock 5,848 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Delorier Rilla S 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Executive Vice President & CMO | |

Signatures

David Wisniewski, Attorney-in-Fact for Rilla S.
Delorier 04/25/2013

__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.
- (2) Sold at various prices ranging from \$28.42 to \$28.48 per share.
- (3) 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.
- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next 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.