Edgar Filing: RATCLIFFE DAVID M - Form 4

| RATCLIFFE | DAVID M | | | | | | | | | |
|---|--|-------------------|---|--|--|---|---|--|---|--|
| Form 4 | | | | | | | | | | |
| April 26, 2012 | 2 | | | | | | | | | |
| FORM | 4 | | | | | | ~~~~ | | PPROVAL | |
| Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | |
| Check this if no longe subject to Section 16 Form 4 or | 6. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | burden hou | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | |
| Form 5 obligation may contin <i>See</i> Instruct 1(b). | s Section 17 | (a) of the | Public Ut | ility Hold | ing Com | | ge Act of 1934, of 1935 or Sectio 40 | | | |
| (Print or Type R | 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 | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | |
| 303 PEACHTREE STREET, N.E. | | | (Month/Day/Year) 04/24/2012 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| | | | | 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 I Person | More than One Ro | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurities Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Executi any | emed on Date, if /Day/Year) | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, - | (A) or of (D) 4 and 5) (A) or | 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 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) | | | 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 (1) | <u>(1)</u> | 04/24/2012 | | А | 190.0338 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 190.0338 |
| Phantom Stock (2) | \$ 23.68 (2) | 04/24/2012 | | А | 5,068 | | (2) | (2) | Common Stock | 5,068 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | | |
|--|----------|---------------------|--|-------|--|--|
| | Director | or 10% Owner Office | | Other | | |
| RATCLIFFE DAVID M 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303 | Х | | | | | |
| Signatures | | | | | | |
| David A. Wisniewski, Attorney-in-Ratcliffe | | 04/26/2012 | | | | |
| <u>**</u> Signature of Reporting | | 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).

The phantom stock units were accrued udner the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon
 (1) the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. The phantom stock units convert to common stock on a one-for-one basis.

(2) Restricted stock granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under rule 16(b)-3.

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.