## Edgar Filing: RATCLIFFE DAVID M - Form 4

RATCLIFFE	DAVID M								
Form 4	010								
October 25, 2									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								9PROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or	eck this box to longer bject to ction 16. 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)	uant to Section 16 ) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany Act c	of 1935 or Section	n		
(Print or Type R	esponses)								
1. Name and Ac RATCLIFFE	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	iddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)				
303 PEACH		(Month/Day/Year) 10/24/2012				_X_ Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)	ndment, Date th/Day/Year)	e Original		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 Re	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(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)

## Edgar Filing: RATCLIFFE DAVID M - Form 4

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)	5. Number of orDerivative Securities Acquired (A) of Disposed of (E (Instr. 3, 4, and 5)	Expiration I (Month/Day or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)8(Instr. 3 and 4)(I	
				Code V	(A) (I	0) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(1)</u>	10/24/2012		А	55.4119	<u>(1)</u>	(1)	Common Stock	55.4119	
Phantom Stock (2)	\$ 23.68 (2)					(2)	(2)	Common Stock	5,068	

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
, s	Director	10% Owner	Officer	Other
RATCLIFFE DAVID M 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303	Х			
Signatures				
David A. Wisniewski, Attorney-in- Ratcliffe		10/25/2012		
<b>**</b> 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 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. 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.