Lienhard Jerome T Form 4 February 12, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Addro Lienhard Jerom	•	ng Person *_	2. Issuer Name <b>and</b> 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 Transaction	(Check all applicable)		
303 PEACHTREE STREET, N.E.		T, N.E.	(Month/Day/Year) 02/08/2013	Director 10% OwnerX_ Officer (give title Other (specification)  Pres & CEO, SunTrust Mortgage		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check		
ATLANTA, GA 30303			THEU(MOHIII/Day/Teal)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

(51.5)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	t, or Beneficiall	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/08/2013		F	2,714	D	\$ 29.25	56,103	D (1)	

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (2)	<u>(2)</u>					(2)	(2)	Common Stock	1,166.4673
Option (3)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	22,000
Option (3)	\$ 9.06					02/10/2012	02/10/2019	Common Stock	72,400
Option (4)	\$ 22.69					02/09/2013	02/09/2020	Common Stock	12,500
Option (4)	\$ 27.5					04/26/2014	04/26/2021	Common Stock	7,226
Option (4)	\$ 32.27					02/08/2014	02/08/2021	Common Stock	19,050
Option (4)	\$ 23.68					04/24/2015	04/24/2022	Common Stock	9,260

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for Jerome T.

Lienhard

02/12/2013

\*\*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 the following shares which are subject to forteiture: 8,000 which vest on 2/8/2014; 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.

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- (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

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.