

ROGERS WILLIAM H JR

Form 4

February 15, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERS WILLIAM H JR

(Last) (First) (Middle)

303 PEACHTREE STREET

(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)  
02/11/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Corporate Exec. Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             |                                                                      |                                                                   |
| Common<br>Stock                       | 02/11/2011                              |                                                             | F                                    |                                                                         | 4,493                                                                                                              | D                                                                    | \$<br>32.53                                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 51,953                                                               | D <sup>(1)</sup>                                                  |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 7,648.5005                                                           | D <sup>(2)</sup>                                                  |
| Common<br>Stock                       | 02/10/2011                              |                                                             | J                                    |                                                                         | 60                                                                                                                 | D                                                                    | <u>(3)</u>                                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 68,717                                                               | D <sup>(4)</sup>                                                  |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 0                                                                    | I Custodian<br>Account                                            |

# Edgar Filing: ROGERS WILLIAM H JR - Form 4

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Phantom<br>Stock<br>Units <u>(5)</u>                | <u>(5)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(5)</u> <u>(5)</u>                                          | Common<br>Stock 1,674.4381                                          |
| Phantom<br>Stock<br>Units <u>(6)</u>                | <u>(6)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(6)</u> <u>(6)</u>                                          | Common<br>Stock 44,700.3263                                         |
| Phantom<br>Stock<br>Units <u>(7)</u>                | <u>(7)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(7)</u> <u>(7)</u>                                          | Common<br>Stock 4,533.0479                                          |
| Option <u>(8)</u>                                   | \$ 64.57                                                           |                                         |                                                             |                                      |                                                                                                                    | 11/13/2004 11/13/2011                                          | Common<br>Stock 15,000                                              |
| Option <u>(8)</u>                                   | \$ 54.28                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/11/2006 02/11/2013                                          | Common<br>Stock 15,000                                              |
| Option <u>(8)</u>                                   | \$ 73.19                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/10/2007 02/10/2014                                          | Common<br>Stock 18,000                                              |
| Option <u>(9)</u>                                   | \$ 73.14                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/08/2008 02/08/2015                                          | Common<br>Stock 18,000                                              |
| Option <u>(9)</u>                                   | \$ 71.03                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/14/2009 02/14/2016                                          | Common<br>Stock 32,000                                              |
| Option <u>(9)</u>                                   | \$ 85.06                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/13/2010 02/13/2017                                          | Common<br>Stock 35,000                                              |
| Option <u>(9)</u>                                   | \$ 64.58                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/12/2011 02/12/2018                                          | Common<br>Stock 88,800                                              |
| Option <u>(9)</u>                                   | \$ 29.54                                                           |                                         |                                                             |                                      |                                                                                                                    | 12/31/2011 12/31/2018                                          | 100,000                                                             |

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                             |
|------------------------------------------------------------------|-------------------------------------------|
|                                                                  | Director    10% Owner    Officer    Other |
| ROGERS WILLIAM H JR<br>303 PEACHTREE STREET<br>ATLANTA, GA 30308 | Corporate Exec. Vice President            |

## Signatures

David A. Wisniewski, Attorney-in-Fact for William H.  
Rogers, Jr.

02/15/2011

\_\_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 13,845 shares of restricted stock which vested on 02/11/2011.
- (2) 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.
- (3) Reflects transfer from reporting person to beneficiaries.  
Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan, SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 31,300 shares which vest on 02/10/2012 and 27,017 shares which vest on 12/16/2012.
- (5) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
- (6) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash one half on March 31, 2011 and one half on March 31, 2012, unless settled earlier due to the executive's death.
- (7) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash on March 15, 2012, unless settled earlier due to the executive's death.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2004 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.