

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Panther Thomas E**

CIK: **1305894**

Type: **4** | Act: **34** | File No.: **001-08918** | Film No.: **13550228**

Mailing Address  
303 PEACHTREE STREET  
MAIL CODE 0679  
ATLANTA GA 30308

### ISSUER

#### **SUNTRUST BANKS INC**

CIK: **750556** | IRS No.: **581575035** | State of Incorporation: **GA** | Fiscal Year End: **1231**  
SIC: **6021** National commercial banks

Mailing Address  
303 PEACHTREE ST N E  
ATLANTA GA 30308

Business Address  
303 PEACHTREE ST N E  
ATLANTA GA 30308  
4045887711

# FORM 4

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

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>Panther Thomas E</b>			2. Issuer Name and Ticker or Trading Symbol <b>SUNTRUST BANKS INC [STI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Controller, CAO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>					
303 PEACHTREE STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
ATLANTA, GA 30303								
(City)	(State)	(Zip)						

**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	01/25/2013		S		1,313	D	\$29.28	35,415	D <sup>(1)</sup>	
Common Stock	01/25/2013		S		1,500	D	\$29.283	33,915	D <sup>(1)</sup>	
Common Stock								1,075.5891	I <sup>(2)</sup>	401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock <sup>(3)</sup>	(3)							(3)	(3)	Common Stock	967.7332	967.7332	D	
Option <sup>(4)</sup>	\$54.28							02/11/2006	02/11/2013	Common Stock	2,400	2,400	D	

Option (4)	\$73.19						02/10/2007	02/10/2014	Common Stock	3,000		3,000	D	
Option (4)	\$73.14						02/08/2008	02/08/2015	Common Stock	7,000		7,000	D	
Option (5)	\$23.7						01/04/2013	01/04/2020	Common Stock	6,000		6,000	D	
Option (6)	\$21.67						(6)	02/13/2022	Common Stock	14,900		14,900	D	

**Explanation of Responses:**

1. Includes restricted stock granted under the SunTrust Banks, Inc. 2004 and 2009 Stock Plans which are subject to vesting conditions. The restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plans are exempt under Rule 16(b)-3. 4,205 shares which vest on 2/9/2013; 4,500 shares which vest on 2/8/14; 1,157 shares of restricted stock which vest on 6/14/2014; and 9,400 shares which vest on 2/14/2015.
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. Phantom stock units acquired under the SunTrust Bank, Inc. Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
4. Granted under the SunTrust Banks, Inc. 2004 Stock Plan.
5. Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
6. Granted under the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

**Signatures**

David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther

\*\* Signature of Reporting Person

01/28/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**