

SUNTRUST BANKS INC

Reported by
DELORIER RILLA S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/25/13 for the Period Ending 04/24/13

| | |
|-------------|---|
| Address | 303 PEACHTREE ST N E ATLANTA, GA 30308 |
| Telephone | 4045887711 |
| CIK | 0000750556 |
| Symbol | STI |
| SIC Code | 6021 - National Commercial Banks |
| Industry | Regional Banks |
| Sector | Financial |
| Fiscal Year | 12/31 |

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Delorier Rilla S (Last) (First) (Middle) | | SUNTRUST BANKS INC [STI] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President & CMO | |
| 303 PEACHTREE STREET, NE (Street) | | 4/24/2013 3. Date of Earliest Transaction (MM/DD/YYYY) | | 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 30308 (City) (State) (Zip) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 4/24/2013 | | M | | 13600 | A | \$22.69 | 30311.437 | D (1) | |
| Common Stock | 4/24/2013 | | M | | 6000 | A | \$23.70 | 36311.437 | D | |
| Common Stock | 4/24/2013 | | M | | 5834 | A | \$21.67 | 42145.437 | D | |
| Common Stock | 4/24/2013 | | S | | 34913 | D | (2) | 6692.437 | D | |
| Common Stock | | | | | | | | 500.9941 | I (3) | 401(k) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Common Stock (1) | \$23.70 | 4/24/2013 | | M | | 6000 | 1/14/2013 | 1/14/2020 | Common Stock | 6000 | \$23.70 | 0 | D | |
| Common Stock (1) | \$22.69 | 4/24/2013 | | M | | 13600 | 2/9/2013 | 2/9/2020 | Common Stock | 13600 | \$22.69 | 0 | D | |
| Common Stock (1) | (1) | 4/24/2013 | | M | | 5834 | 2/8/2013 | 2/8/2021 | Common Stock | 5834 | \$21.67 | 14866 | D | |
| Phantom Stock (4) | (4) | | | | | | (4) | (4) | Common Stock | 6752.342 | | 6752.342 | D | |
| Option (5) | \$27.41 | | | | | | 2/26/2014 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |
| Option (5) | \$27.41 | | | | | | 2/26/2015 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |
| Option (5) | \$27.41 | | | | | | 2/26/2016 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |

Explanation of Responses:

- (1) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3.
- (2) Sold at various prices ranging from \$28.42 to \$28.48 per share.
- (3) 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.
- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Delorier Rilla S 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Executive Vice President & CMO | |

Signatures

David Wisniewski, Attorney-in-Fact for Rilla S. Delorier

4/25/2013

** Signature of Reporting Person

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.

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