

REED WILLIAM R JR
Form 4
August 10, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED WILLIAM R 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)
08/07/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					12,079	D	
Common Stock					5,886.481	I	401(k) ⁽¹⁾
Common Stock					21,022	I	Restricted Stock ⁽²⁾
Common Stock	08/07/2009		G V	1,200 D ⁽⁴⁾	28,000	I	Spouse

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

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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 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option ⁽³⁾	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option ⁽³⁾	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option ⁽³⁾	\$ 48.33					01/14/2004	01/14/2013	Common Stock	24,347
Option ⁽³⁾	\$ 52.09					01/15/2003	01/15/2012	Common Stock	36,157
Option ⁽⁵⁾	\$ 49.97					01/16/2002	01/16/2011	Common Stock	19,168
Option ⁽⁶⁾	\$ 56.17					10/01/2004	01/21/2014	Common Stock	49,926
Option ⁽⁷⁾	\$ 71.24					10/01/2007	10/01/2014	Common Stock	100,000
Option ⁽⁷⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	47,734
Option ⁽⁷⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	42,000
Option ⁽⁷⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units ⁽⁸⁾						⁽⁸⁾	⁽⁸⁾	Common Stock	480.965
Phantom Stock	⁽⁹⁾					⁽⁹⁾	⁽⁹⁾	Common Stock	1,294.1246

By:

/s/ Tim M. Mayleben

Tim M. Mayleben

President, Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Esperion Therapeutics, Inc., hereby severally constitute and appoint Tim M. Mayleben and Richard B. Bartram, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated below.

Signature	Title	Date
/s/ Tim M. Mayleben Tim M. Mayleben	President, Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)	March 13, 2014
/s/ Richard B. Bartram Richard B. Bartram	Controller (Principal Accounting Officer)	March 13, 2014
/s/ Patrick Enright Patrick Enright	Director	March 13, 2014
/s/ Dov A. Goldstein, M.D. Dov A. Goldstein, M.D.	Director	March 13, 2014
/s/ Antonio M. Gotto, Jr., M.D., D.Phil Antonio M. Gotto, Jr., M.D., D.Phil	Director	March 13, 2014

Explanation of Responses:

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/s/ Daniel Janney Daniel Janney	Director	March 13, 2014
/s/ Louis G. Lange, M.D., Ph.D. Louis G. Lange, M.D., Ph.D.	Director	March 13, 2014
/s/ Mark E. McGovern, M.D. Mark E. McGovern, M.D.	Director	March 13, 2014
/s/ Roger S. Newton, Ph.D., FAHA Roger S. Newton, Ph.D., FAHA	Chief Scientific Officer, Director and Executive Chairman	March 13, 2014
/s/ Nicole Vitullo Nicole Vitullo	Director	March 13, 2014

EXHIBIT INDEX

Exhibit No.	Description
4.1	Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on June 12, 2013.
4.2	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on June 12, 2013.
4.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on June 7, 2013.
4.4	Form of Warrant to Purchase Preferred Stock dated September 4, 2012 (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on May 14, 2013.
4.5	Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 28, 2008 (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on May 14, 2013.
4.6	Amendment No. 1 to Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 11, 2013 (incorporated by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on May 14, 2013.
4.7	Registration Rights and Securityholder Agreement by and between the Registrant and Pfizer Inc. dated April 28, 2008 (incorporated by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on May 14, 2013.
5.1	* Opinion of Goodwin Procter LLP
23.1	* Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	* Power of Attorney (included on signature page)
99.1	2013 Stock Option and Incentive Plan and forms of agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595)) filed on June 12, 2013.

* Filed herewith.